

**ULTIMATE**

**SPIDER-MAN®**

ISSUE

**14**

DOCTOR OCTOPUS



BENDIS  
BAGLEY  
THIBERT

**MARVEL®**



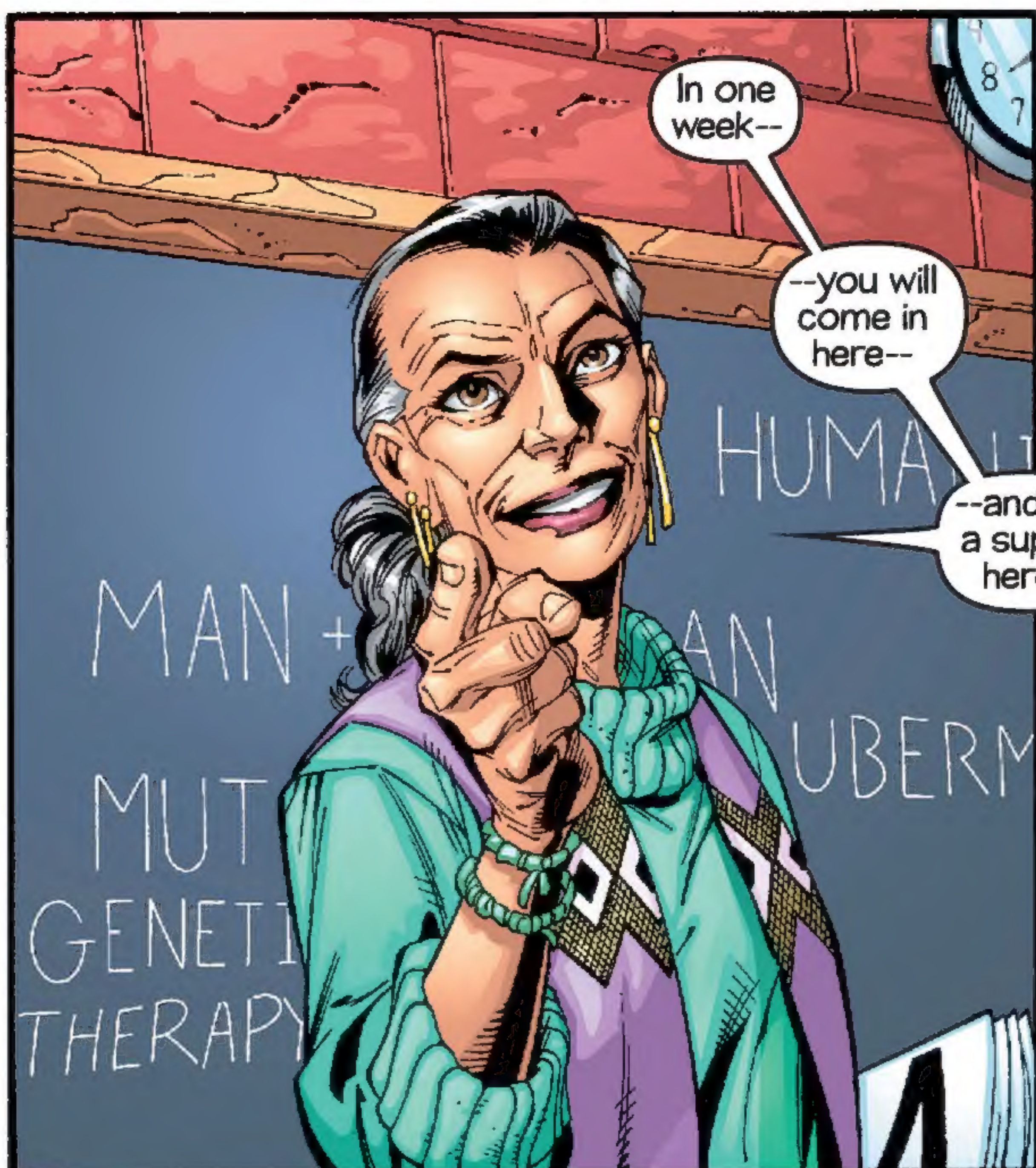


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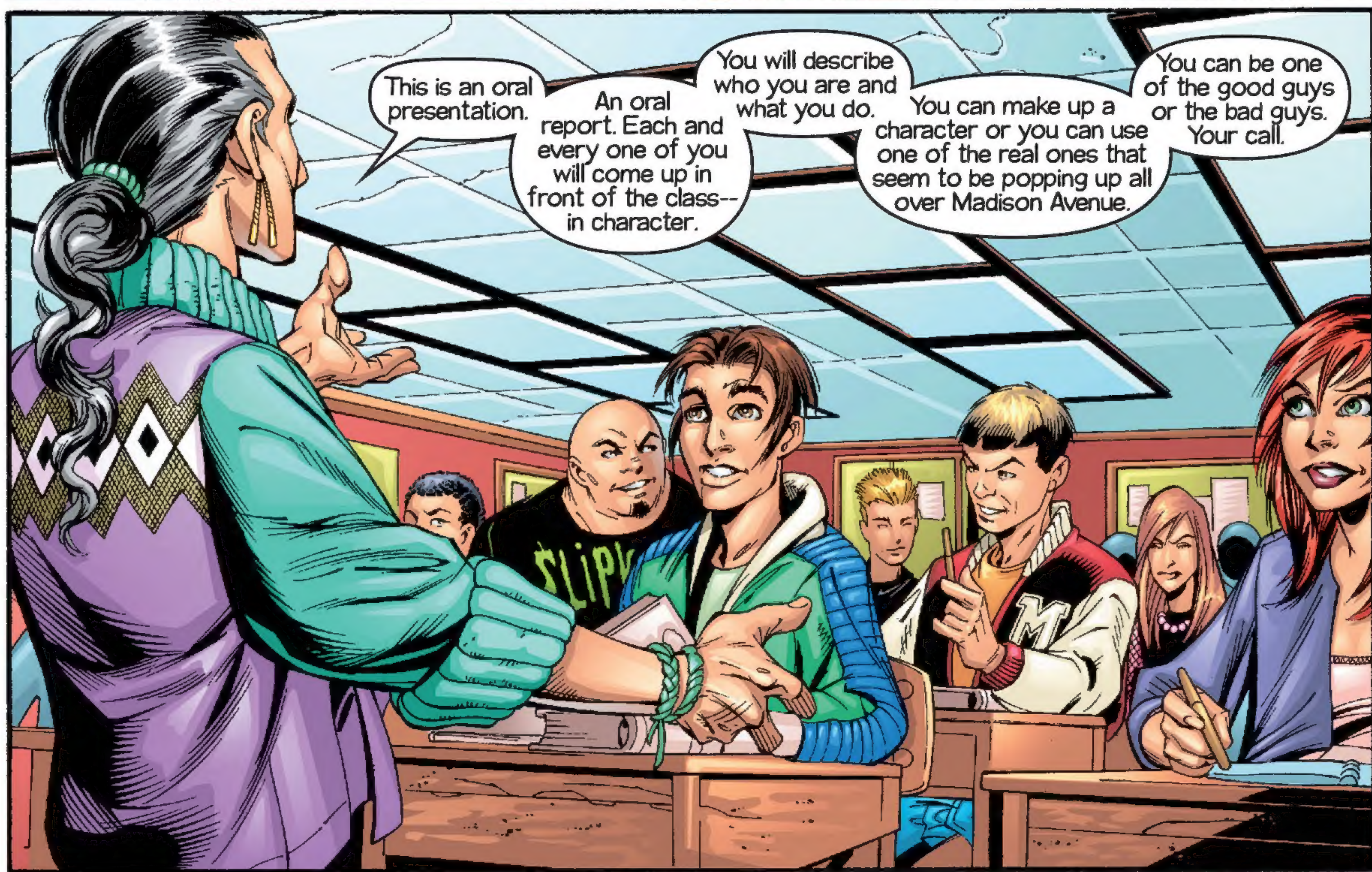




In one week--

--you will come in here--

--and be a super hero.



This is an oral presentation.

An oral report. Each and every one of you will come up in front of the class-- in character.

You will describe who you are and what you do.

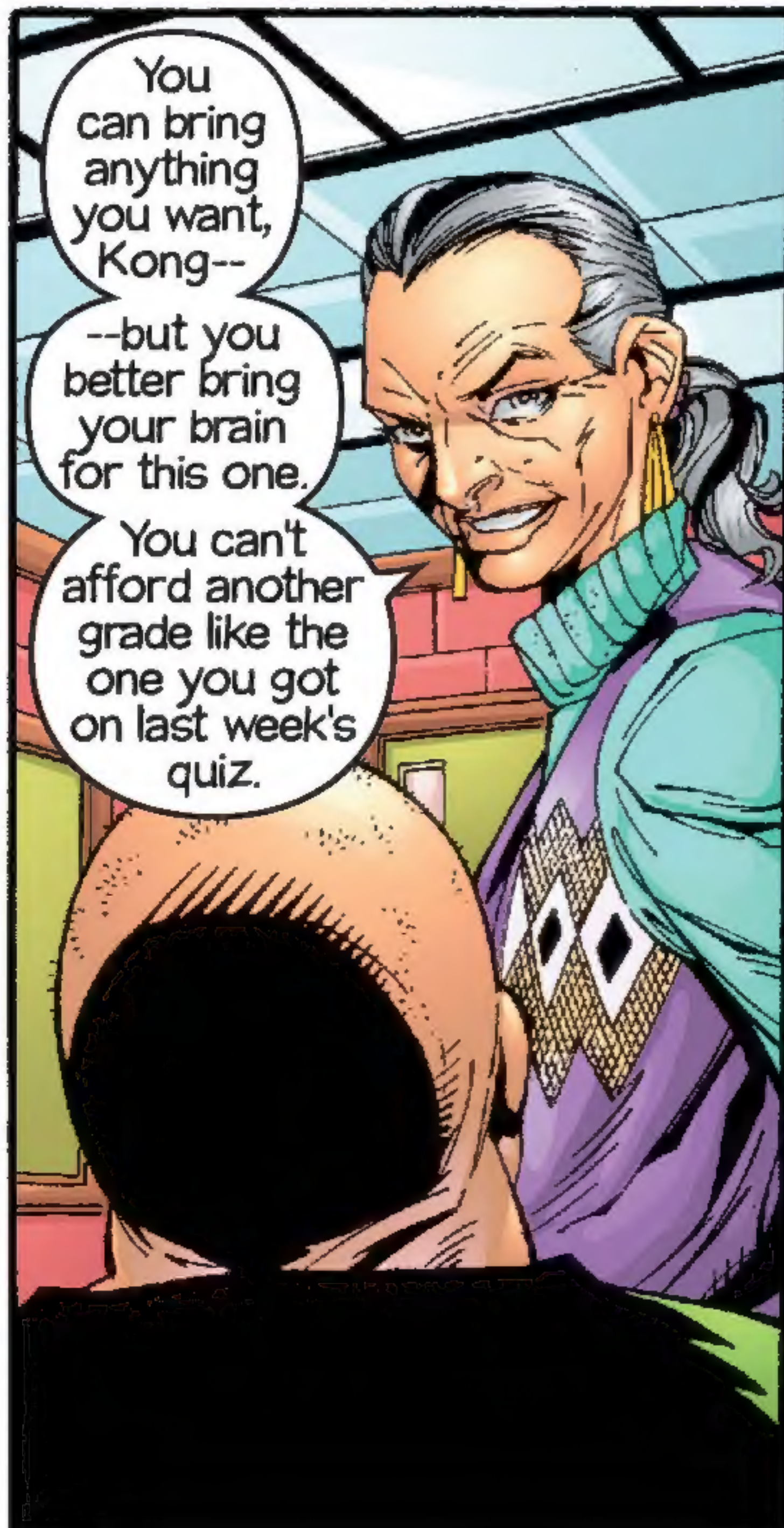
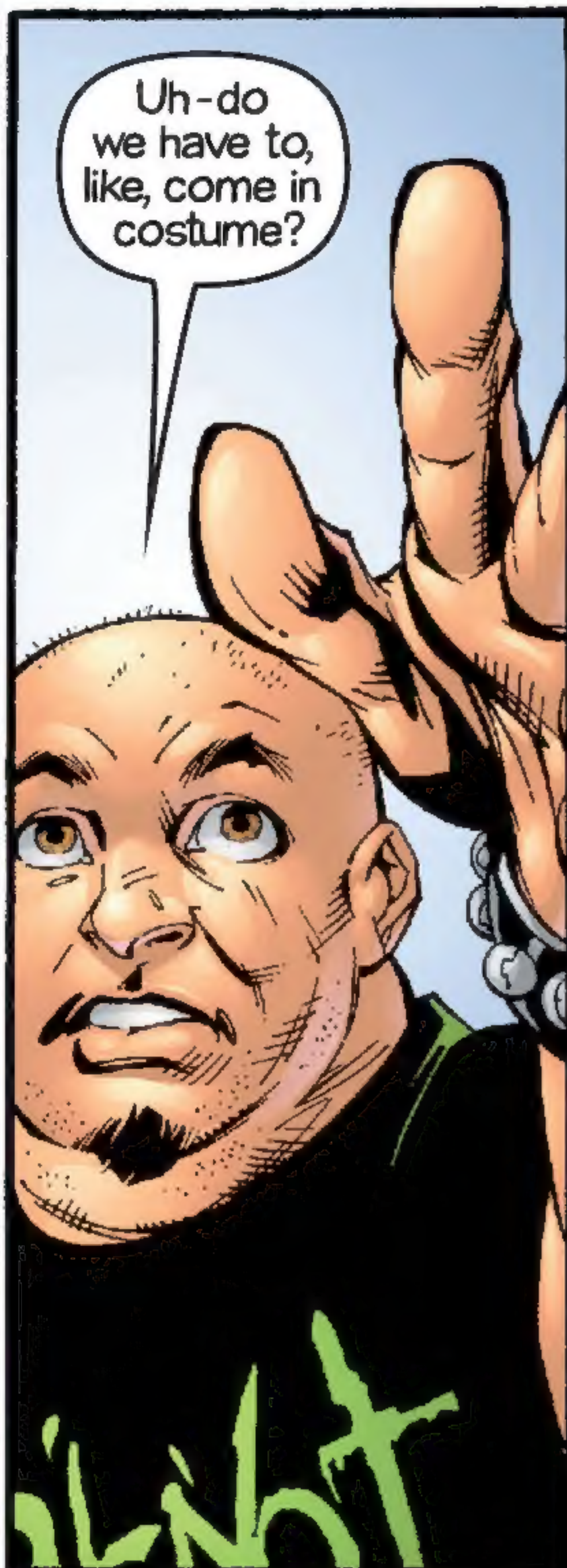
You can make up a character or you can use one of the real ones that seem to be popping up all over Madison Avenue.

You can be one of the good guys or the bad guys. Your call.



But you have to tell me why you are the way you are and what your powers mean to you.









Did you check the reading?

I am, this minute, doing just that.

And...

And it's a reading.

Same as before?

Same as before.



He's hungry today.

Pulse is good. Best yet.

What did you do this weekend?

Nothin'-- went to the movies.



What did you see?

I don't know. Some piece of Ashley Judd garbage.

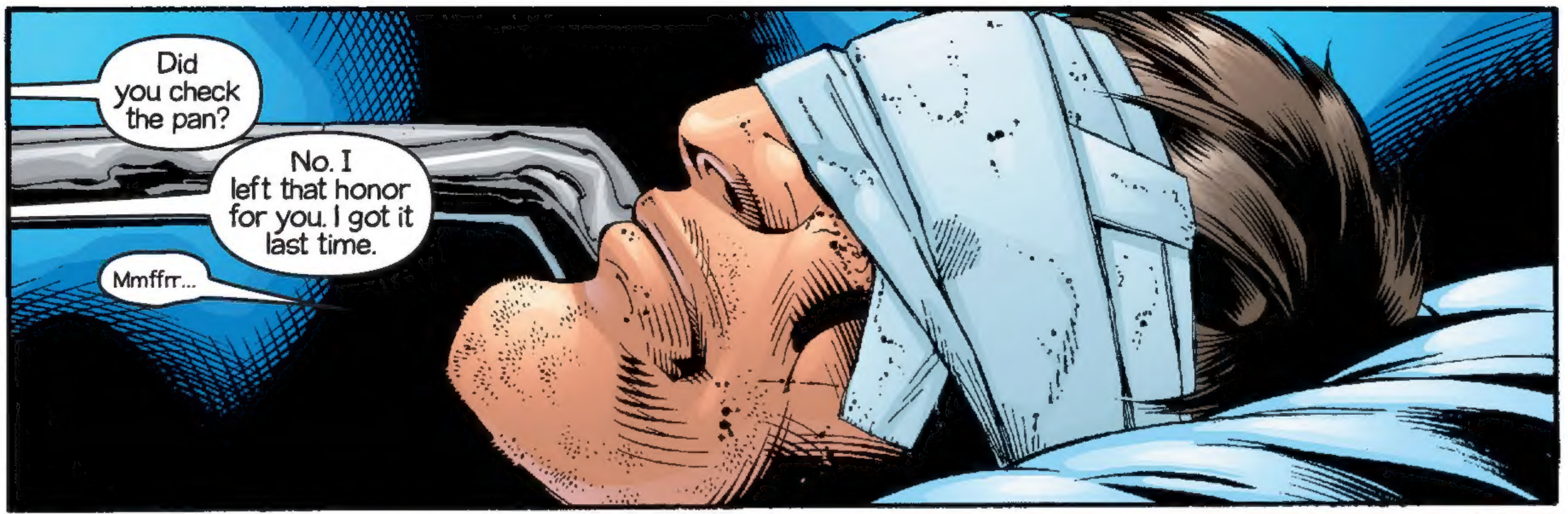
Yeah--who decided she was a movie star?

I know. Same person that decided Molly Ringwald was.

Who?

Exactly.





Did you check the pan?

No. I left that honor for you. I got it last time.

Mmffrr...

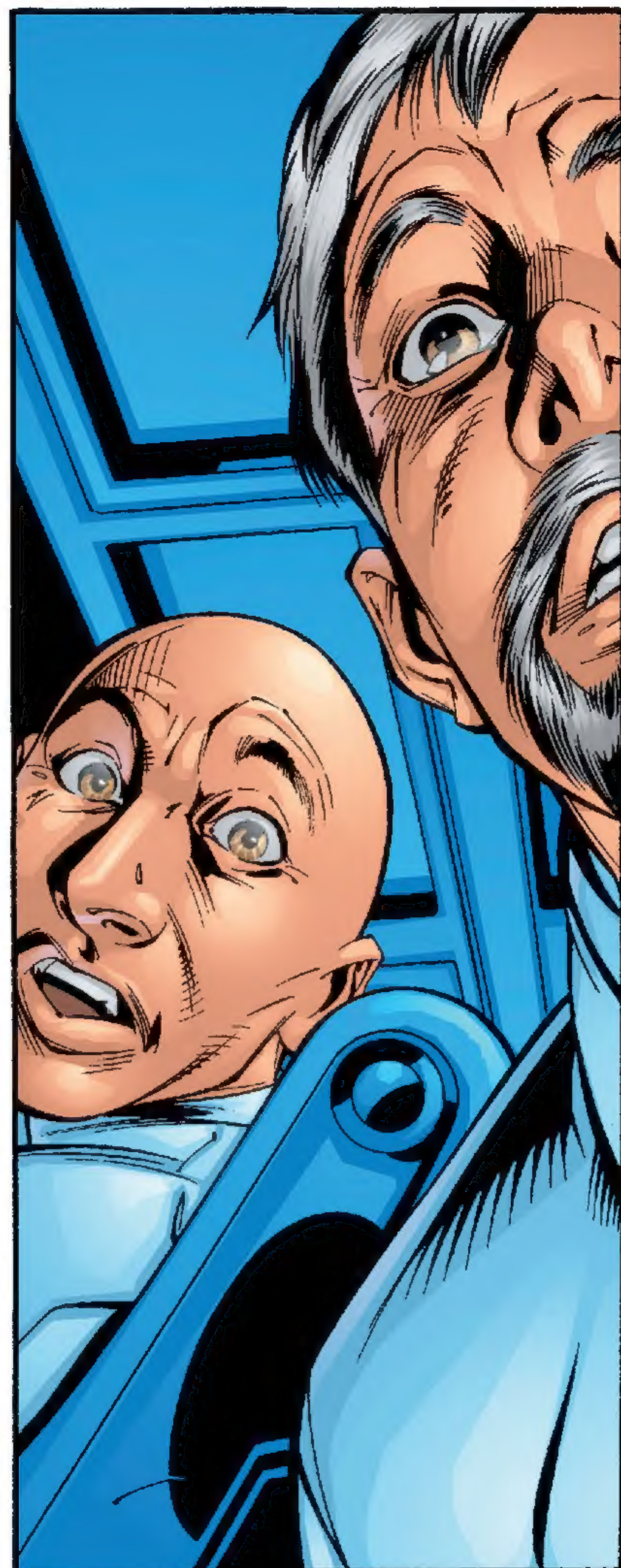


I am sure that is not true.

It is your turn--go see if Doctor Octopus here left us any presents.

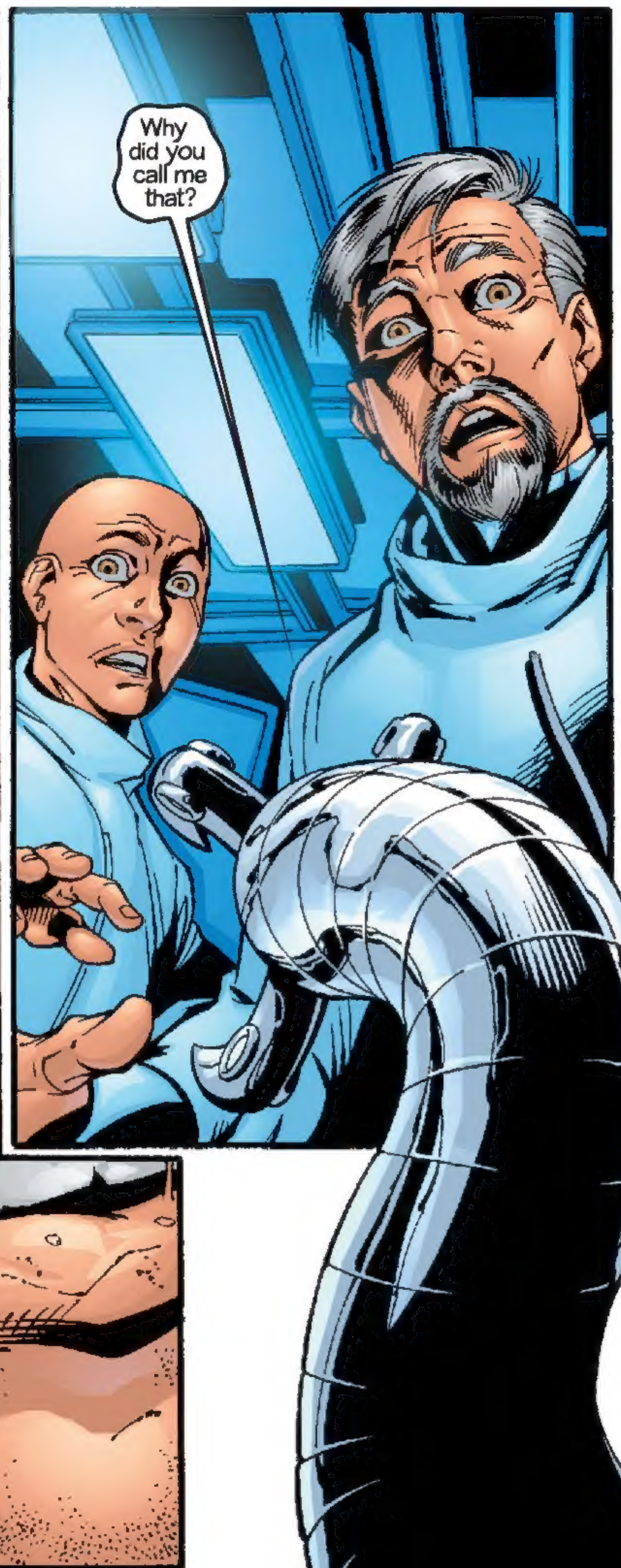
I think we need a chart--because I remember doing it yesterday as well.

Mmwwwhy... why did you just call me that?



Mmff-- why did you call me Doctor Octopus?

My name--my name is Otto.



Why did you call me that?



WHY DID YOU  
CALL ME DOCTOR  
OCTOPUS ?!!!?







Man, I hate pep rally.

Yeah—how come all this makes me feel, like, everything but peppy?

I'd rather be at work. I am so broke it's sickening.



Me too.



Well, sure, but you got a cool job.

I do?

At a newspaper? Come on, are you kidding me? I work at the freakin' Cinnebon.

Yo man, I think I hate that super hero assignment.

What does it have to do with anything?

Yeah, and could you believe she told us to come to school dressed as mutants?

I mean, how tacky is that? Crunchy Granola lady needs to cut back on the wheat germ.



I mean, I never thought I'd be saying this—but can't we just do math or something?

Well, at least it's better than reading.

My brain can't take any more. My brain is full...



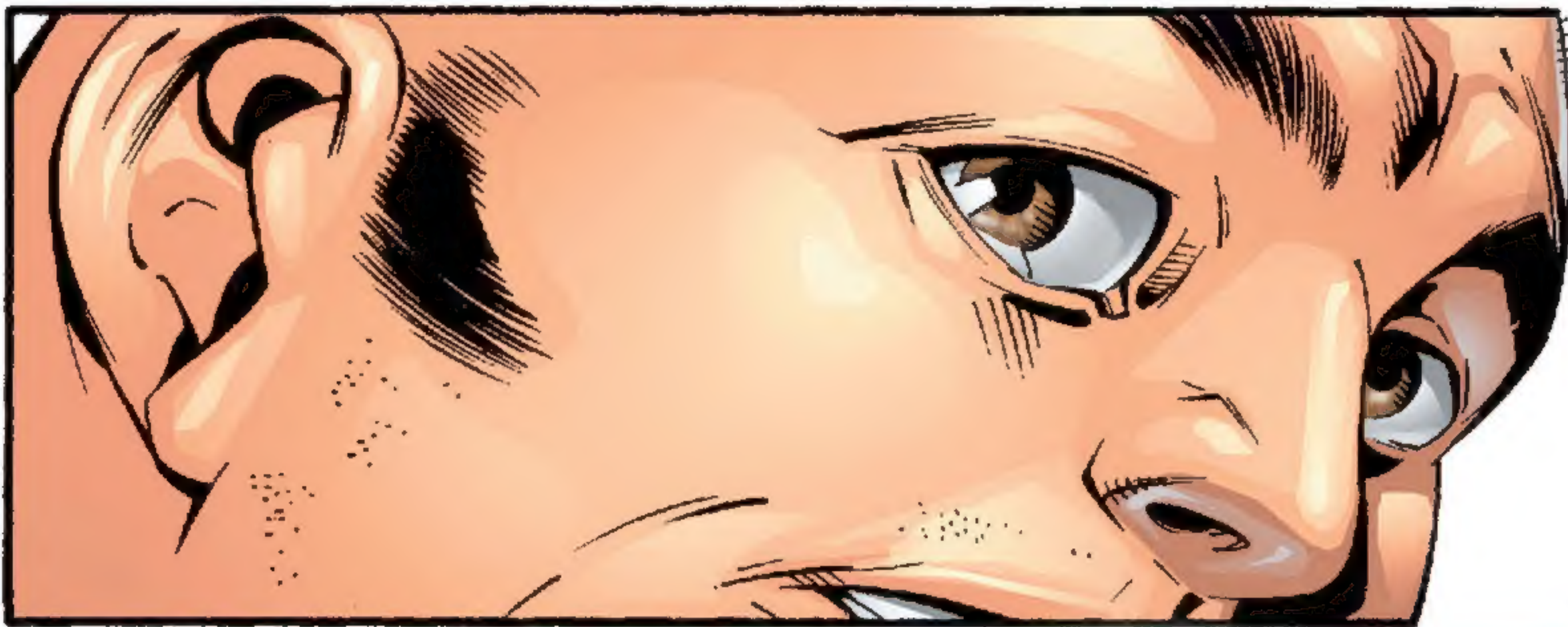
Anyone gonna go as Spider-Man?

Dude—you are so gay for Spider-Man.

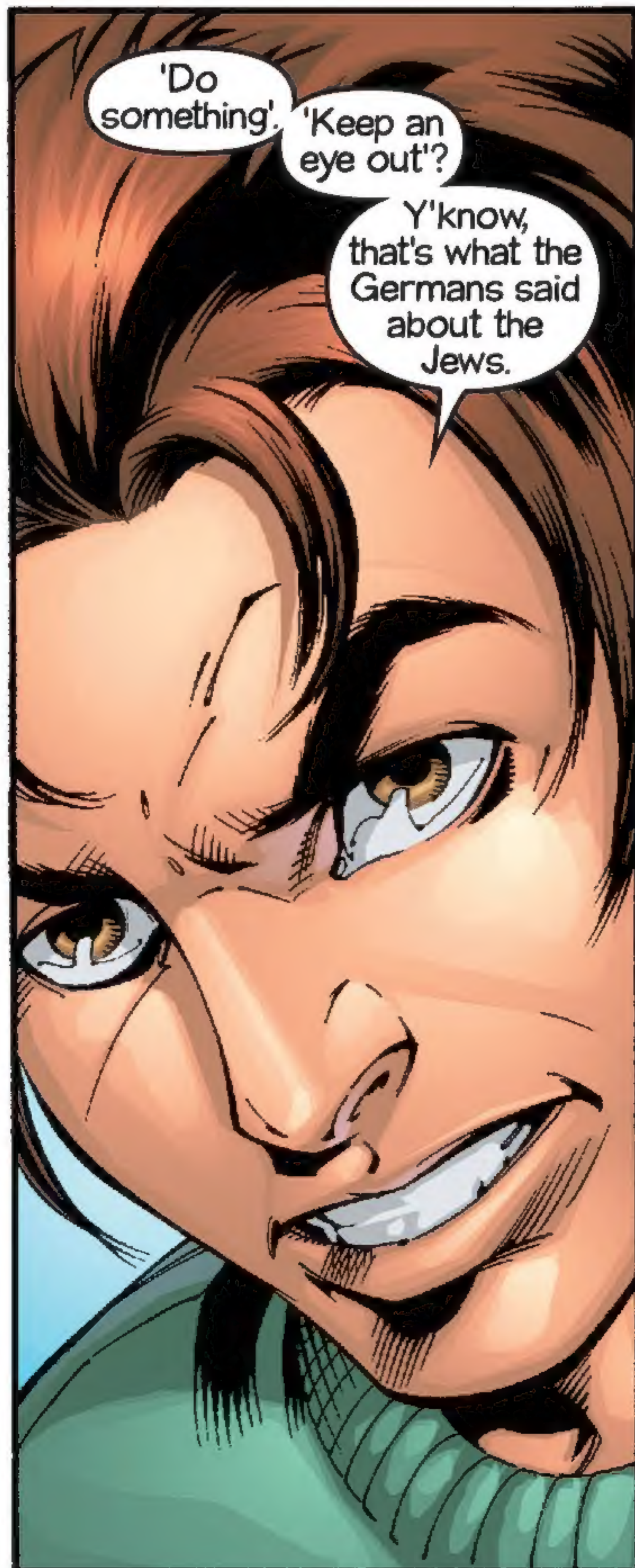
Shut up.

I'm gonna go as a mutant. A big, horny mutant.











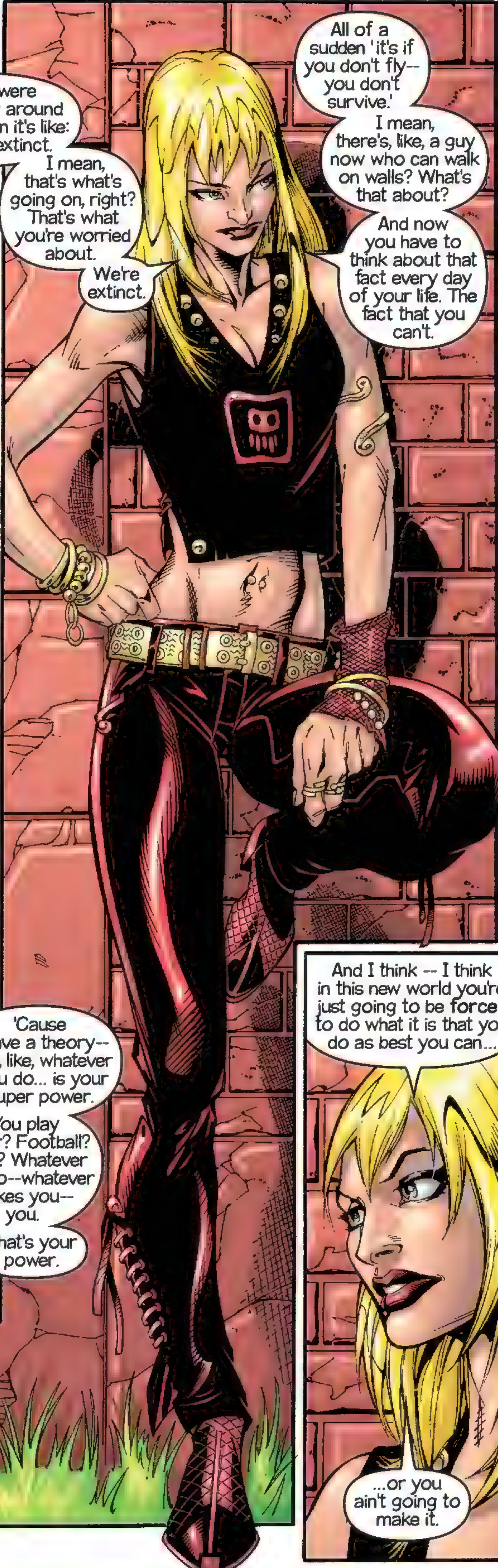


How do you think the dinosaurs felt that moment just before the meteor hit?

I mean--they were just, like, standing around and all of a sudden it's like: oh @#!\$, we're extinct.

I mean, that's what's going on, right? That's what you're worried about.

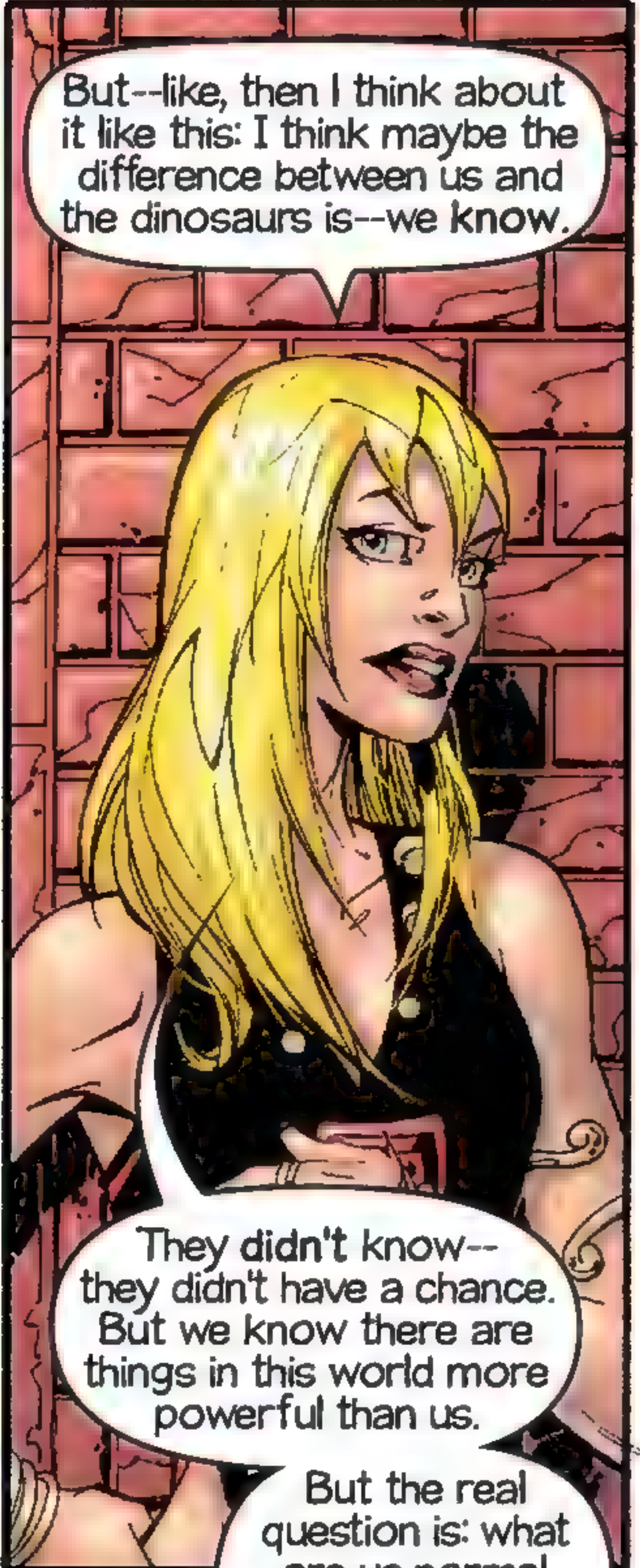
We're extinct.



All of a sudden 'it's if you don't fly-- you don't survive.'

I mean, there's, like, a guy now who can walk on walls? What's that about?

And now you have to think about that fact every day of your life. The fact that you can't.



But--like, then I think about it like this: I think maybe the difference between us and the dinosaurs is--we know.

They didn't know-- they didn't have a chance. But we know there are things in this world more powerful than us.

But the real question is: what are us normal people--what are we going to do without powers?

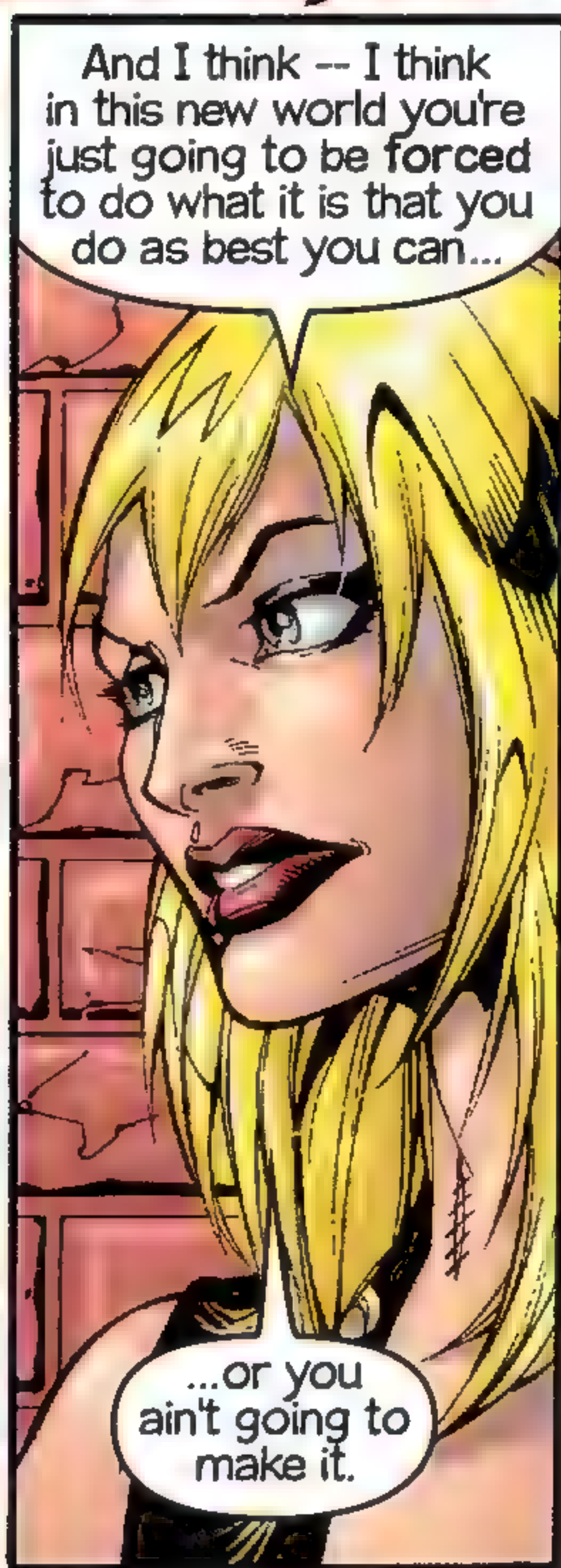
But see? What is, like, 'powers' anyhow? This dude right here is stronger than me, does that make him super-powered? See?



'Cause I have a theory-- that, like, whatever you do... is your super power.

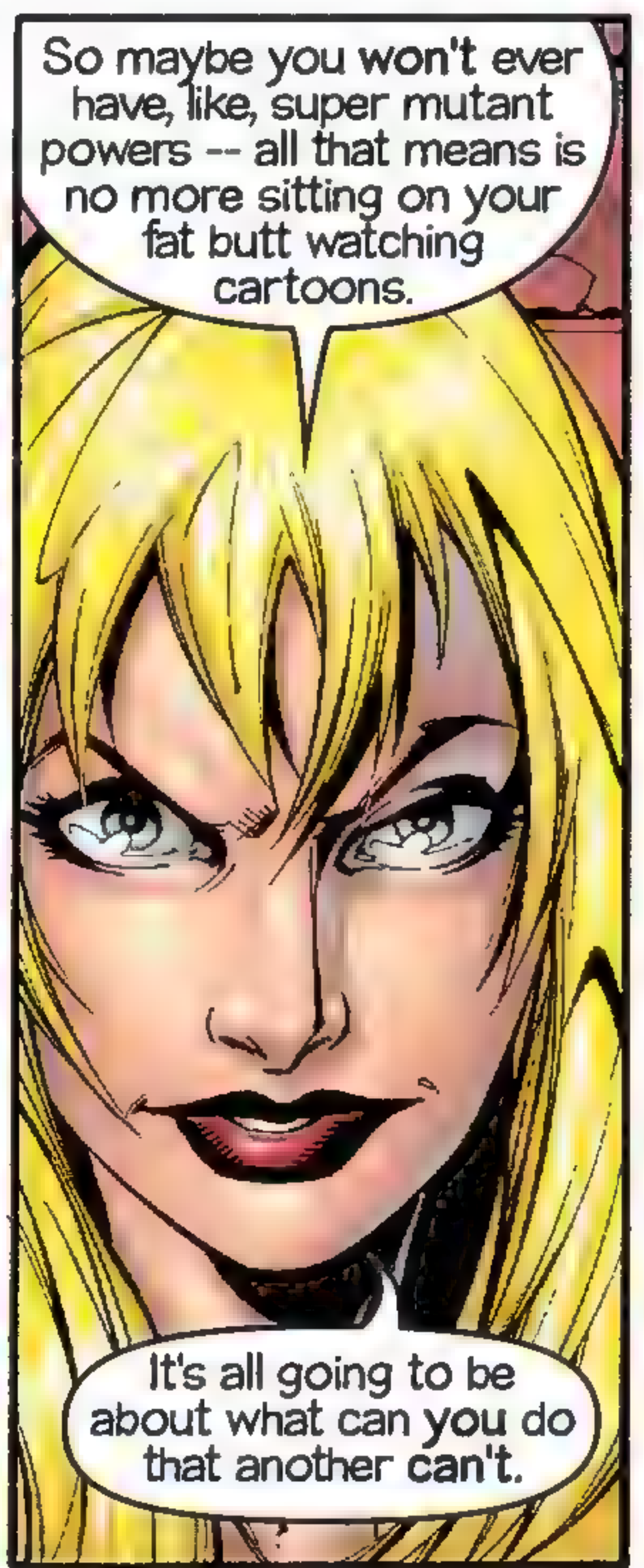
You play guitar? Football? Math? Whatever you do--whatever makes you-- you.

That's your power.



And I think -- I think in this new world you're just going to be forced to do what it is that you do as best you can...

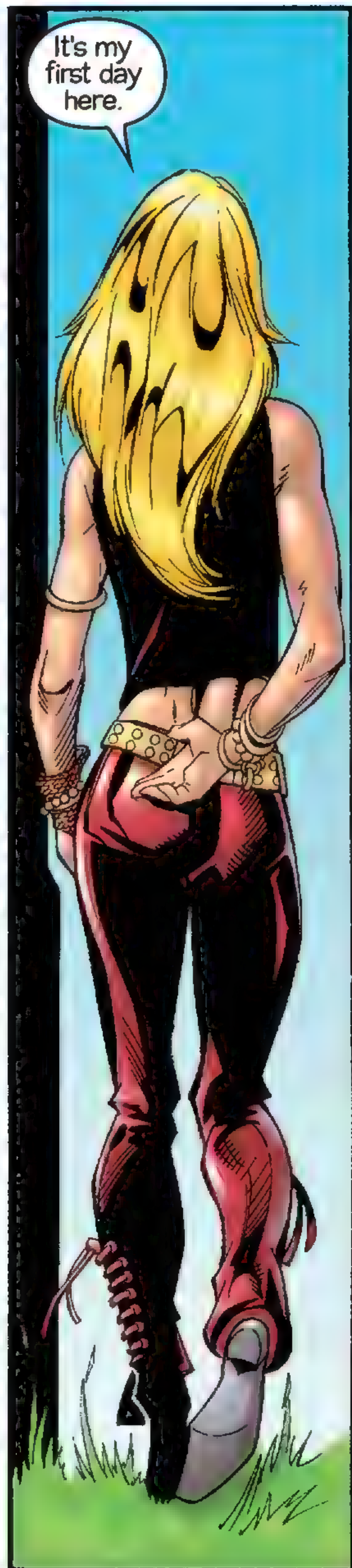
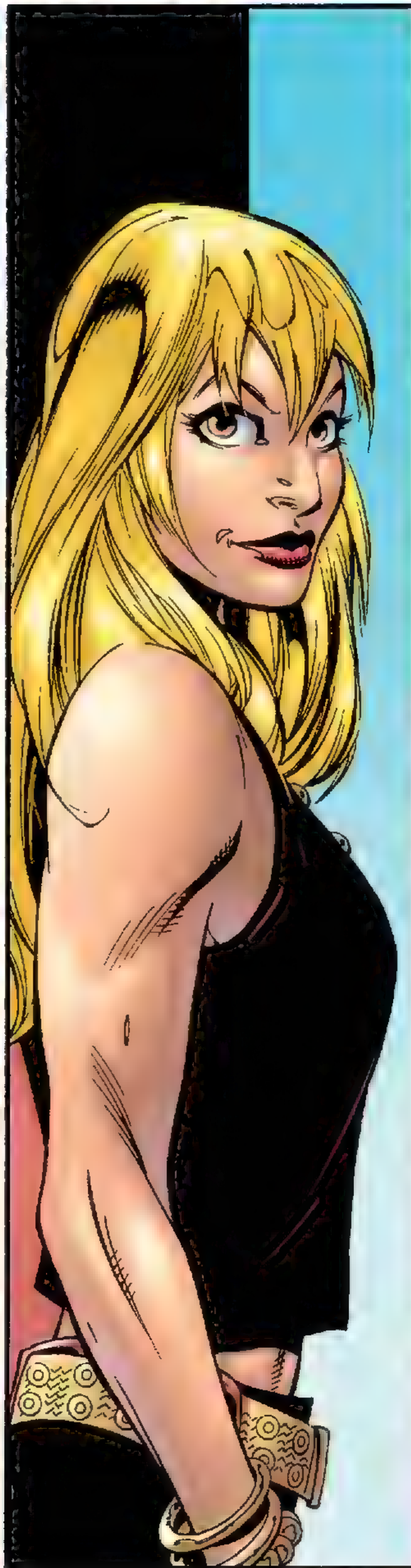
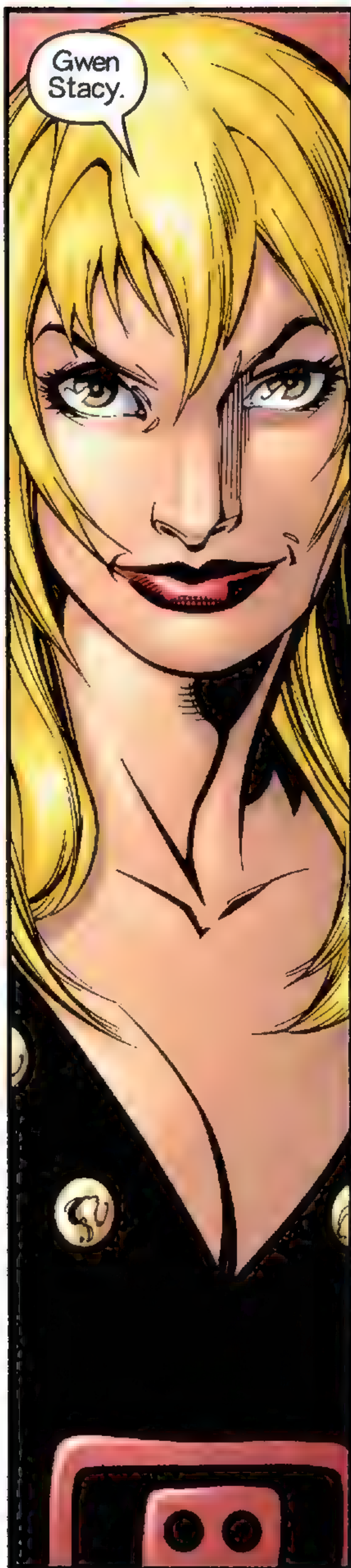
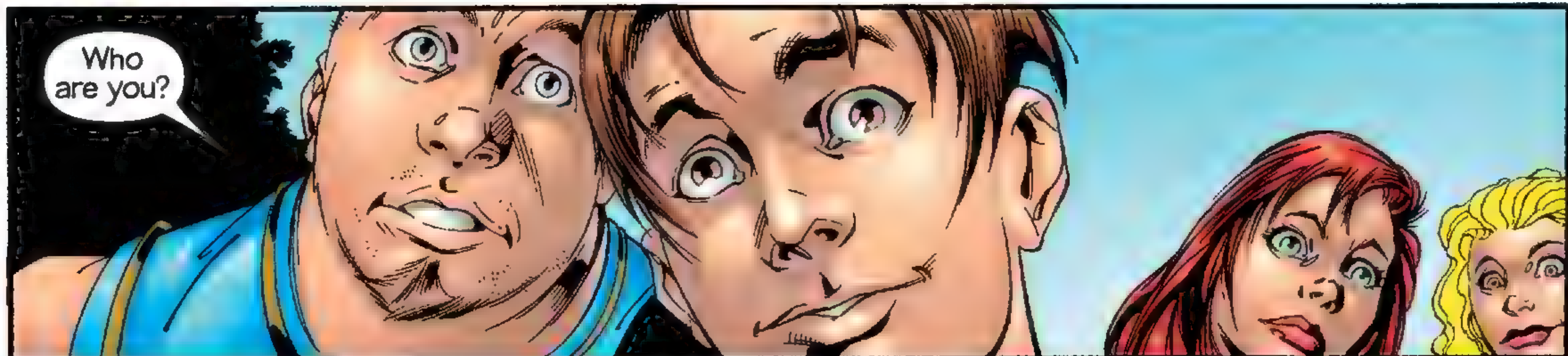
...or you ain't going to make it.



So maybe you won't ever have, like, super mutant powers -- all that means is no more sitting on your fat butt watching cartoons.

It's all going to be about what can you do that another can't.









Ughh...

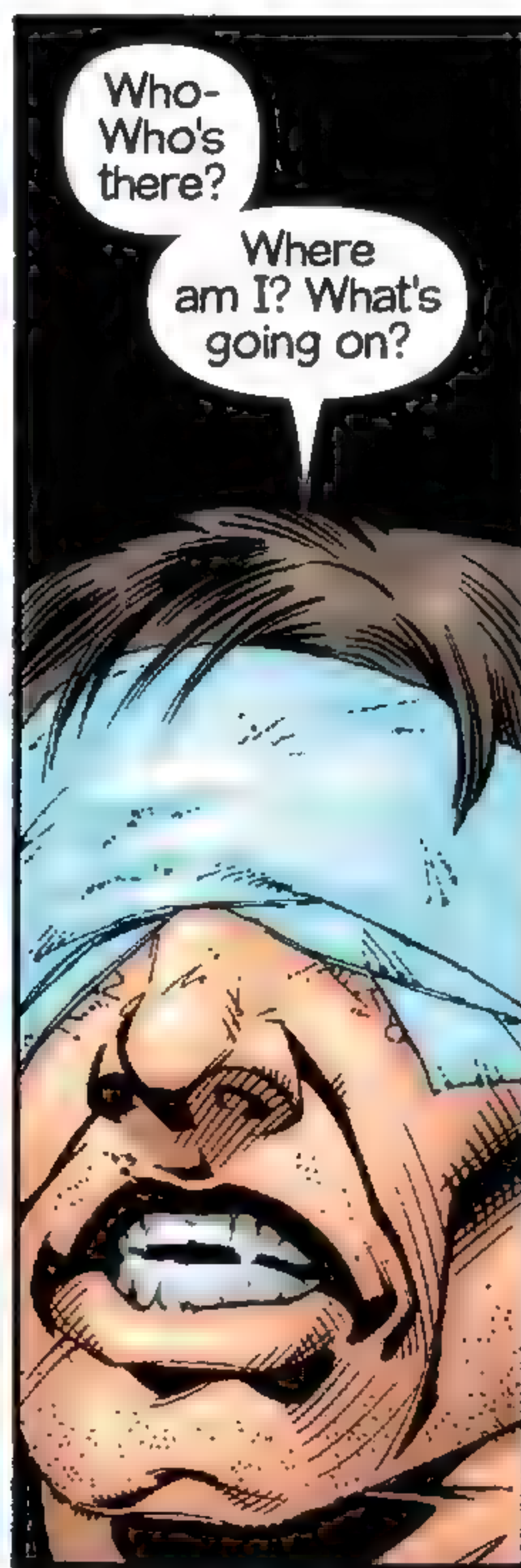
Hello?

Hello?



You're awake. Aahh...

That's good.



Who-Who's there?

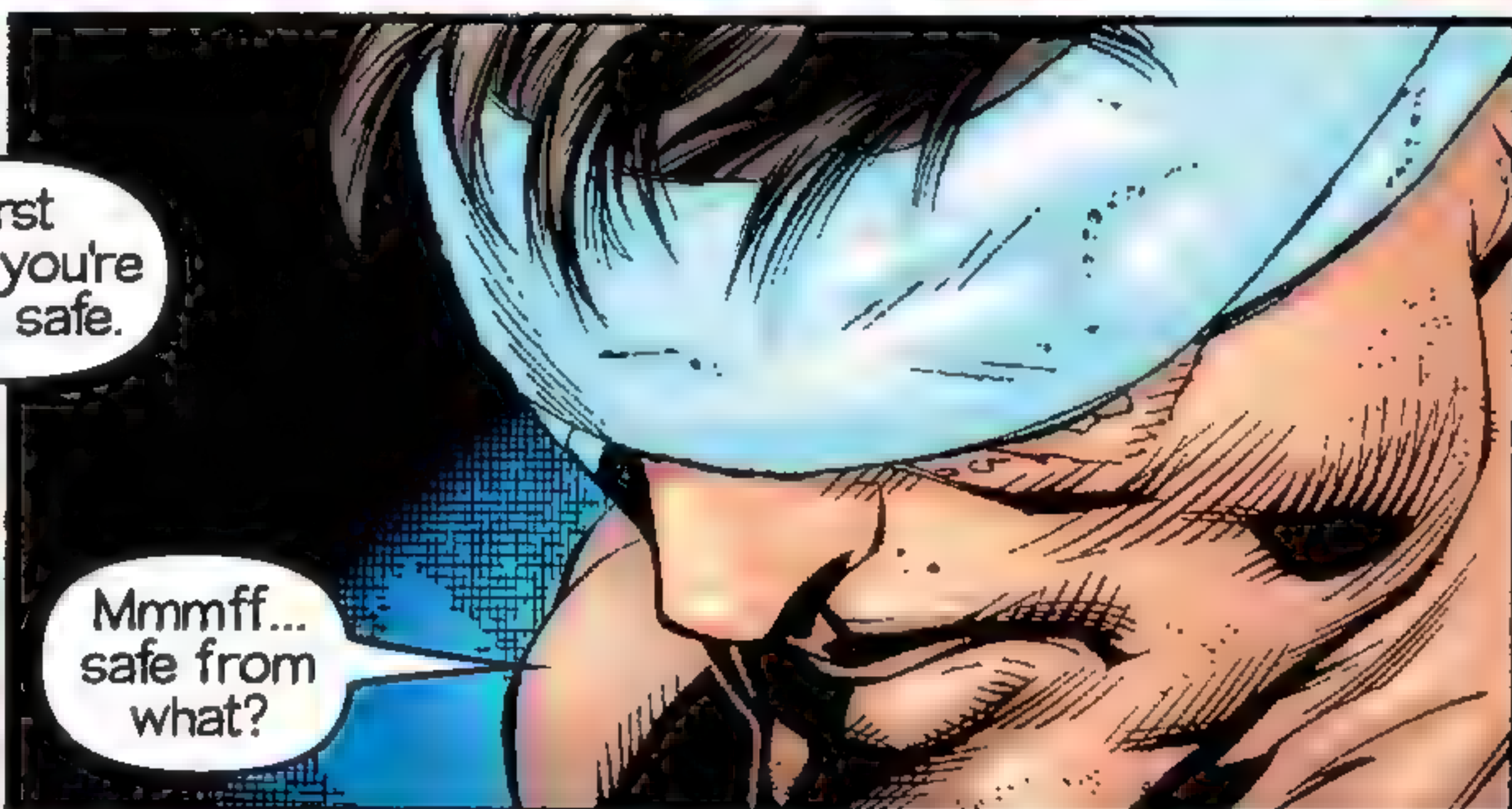
Where am I? What's going on?



Otto, I'm Doctor Pym. I've been in charge of your case since you were brought here.

You've been sedated--and for that I apologize, but we need to talk.

First of all you're quite safe.



Mmmff... safe from what?



Do you remember how you got here?

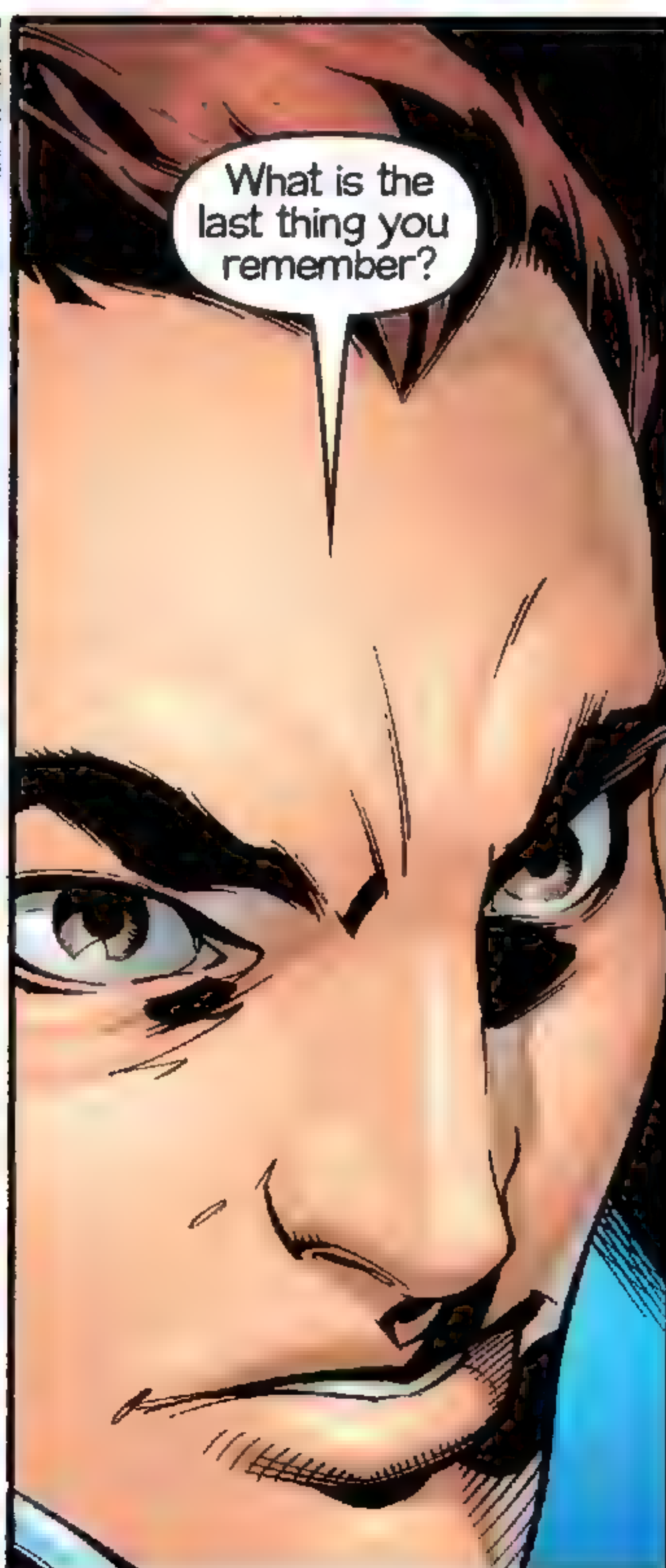
Remem-- I don't know where I am?

Where am I? It's so dark. I can't...  
...so nauseous...

You suffered from severe trauma to your optic nerve.

You're not blind--but you can't take bright lights.

Oh no...



What is the last thing you remember?



I--oh no. uh--uh...

Do you remember what happened?

N-no...

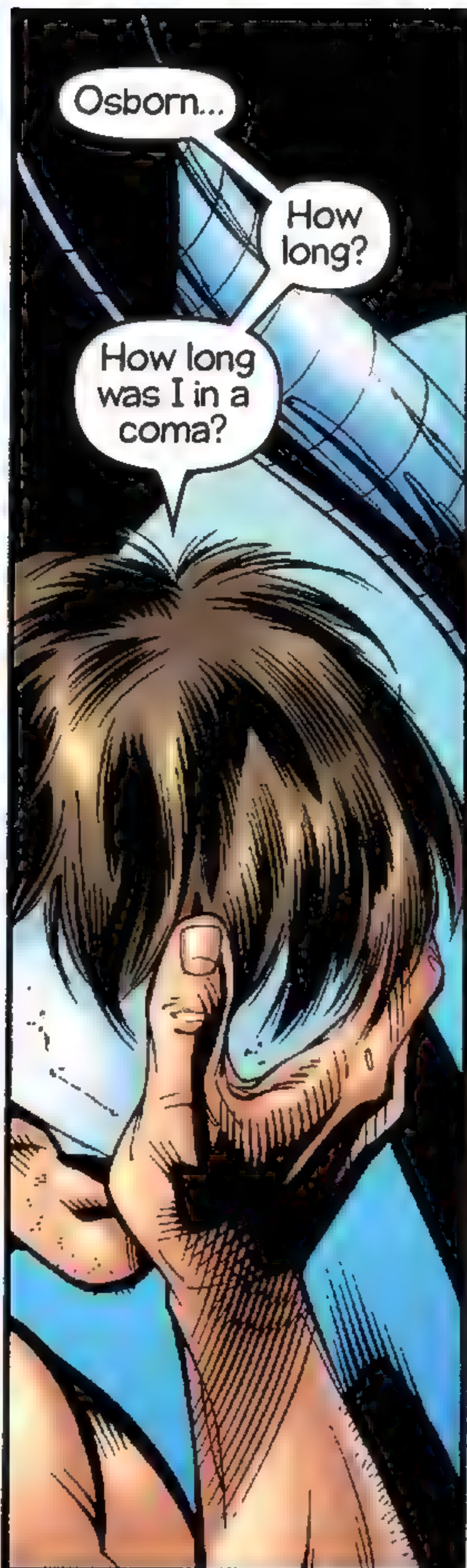




There was an accident.

You were in a very serious accident at Osborn Industries.

You've been in a coma.



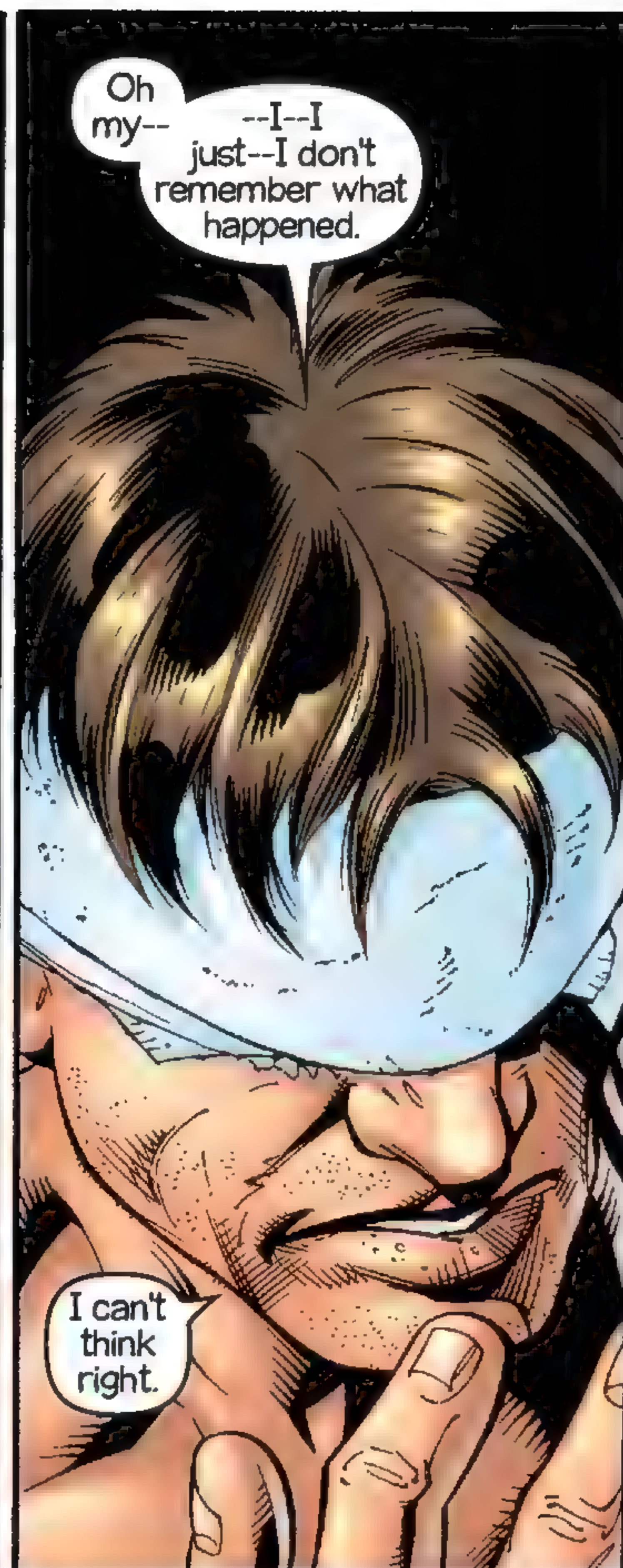
Osborn...

How long?

How long was I in a coma?



Three months.



Oh my--

--I--I just--I don't remember what happened.

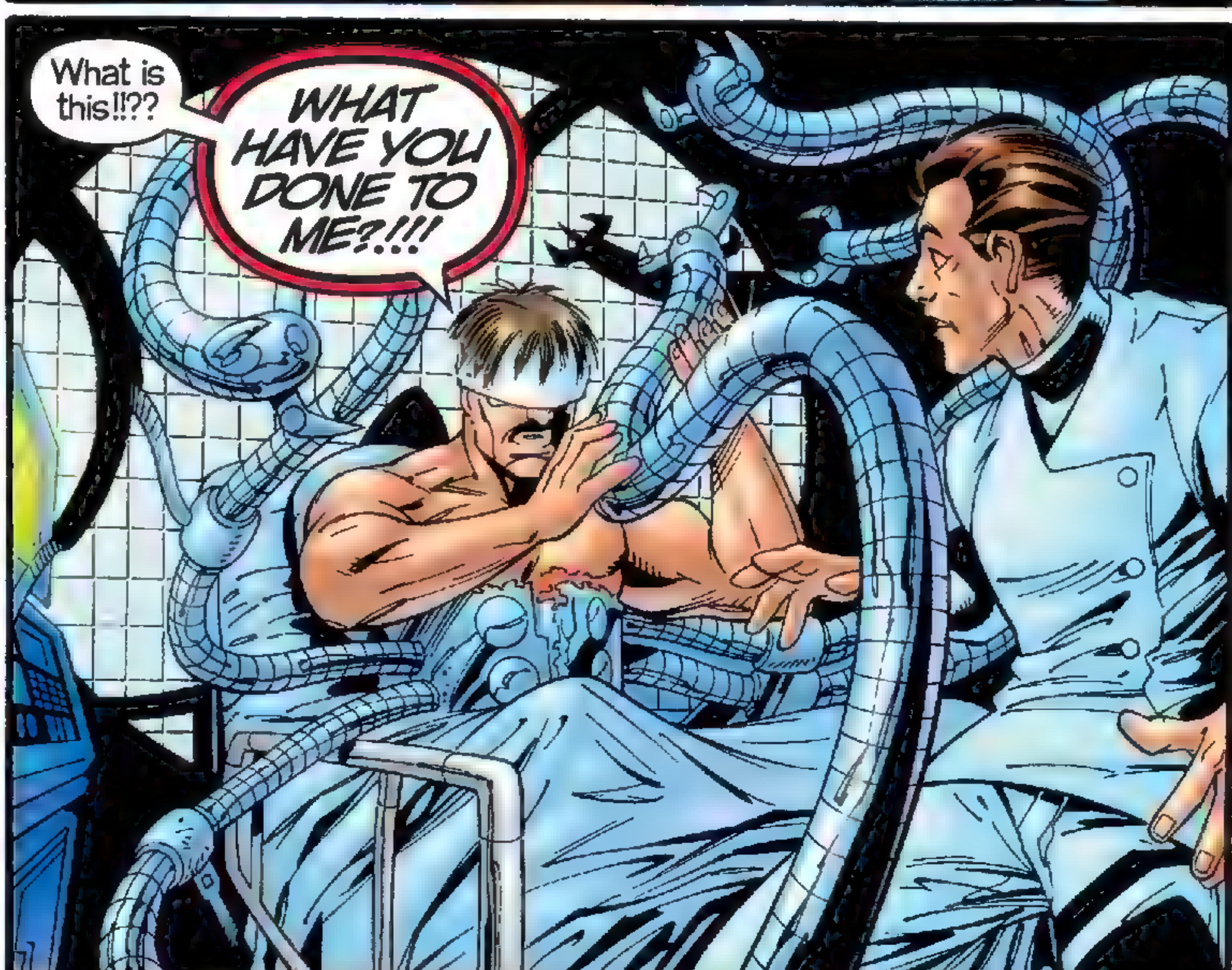
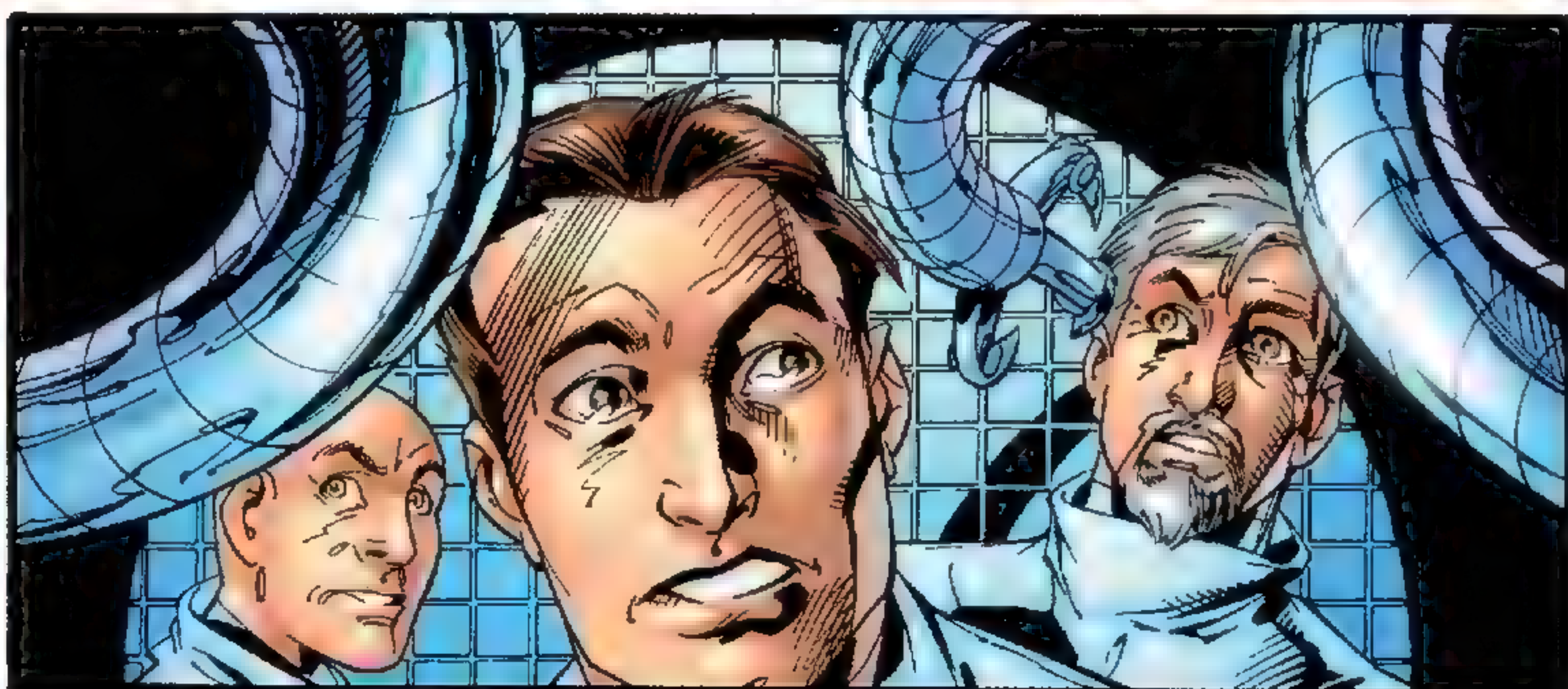
I can't think right.



I--I feel like--like I'm going to throw up and...

...aah! Oh my God!! What is this?

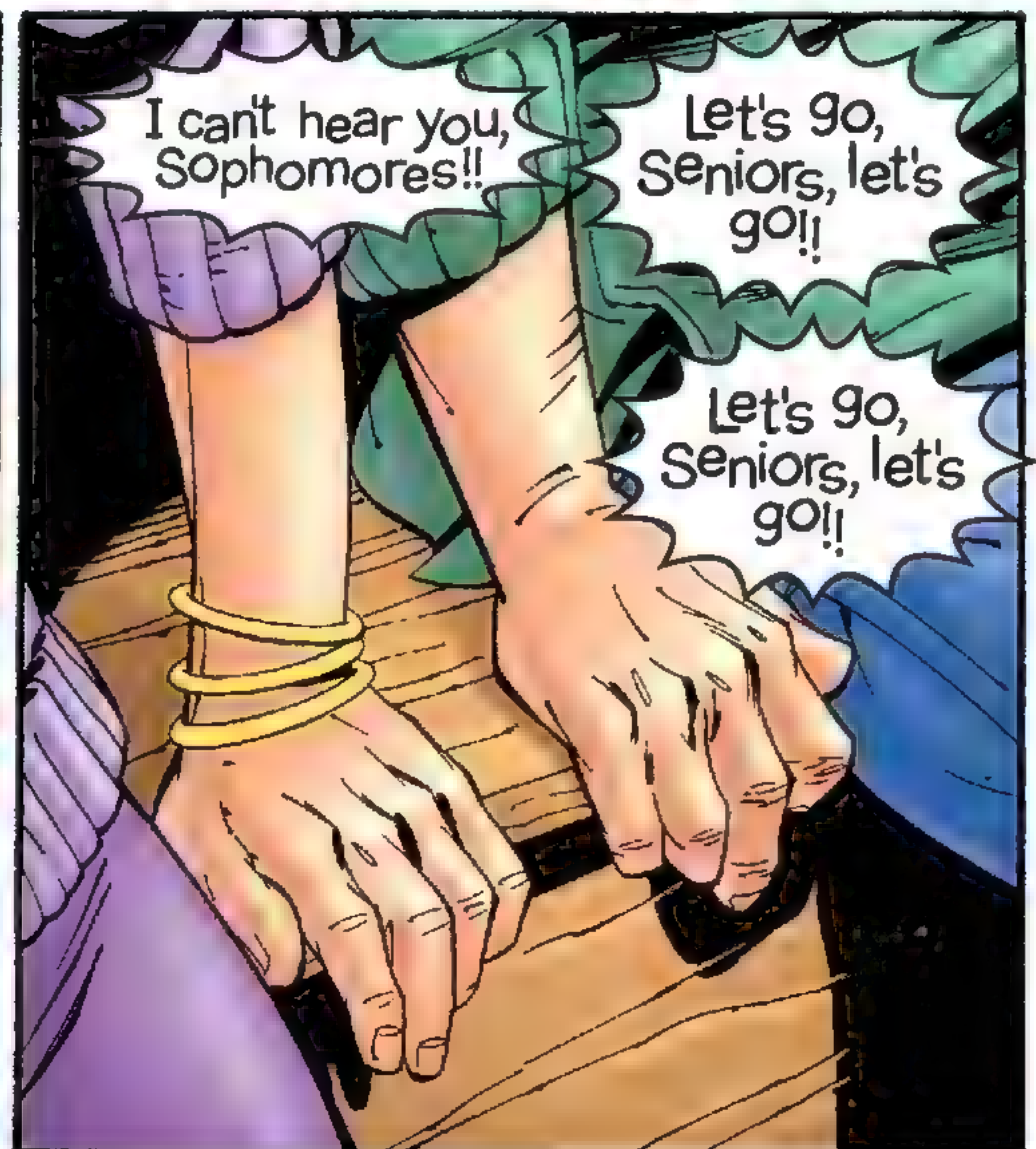
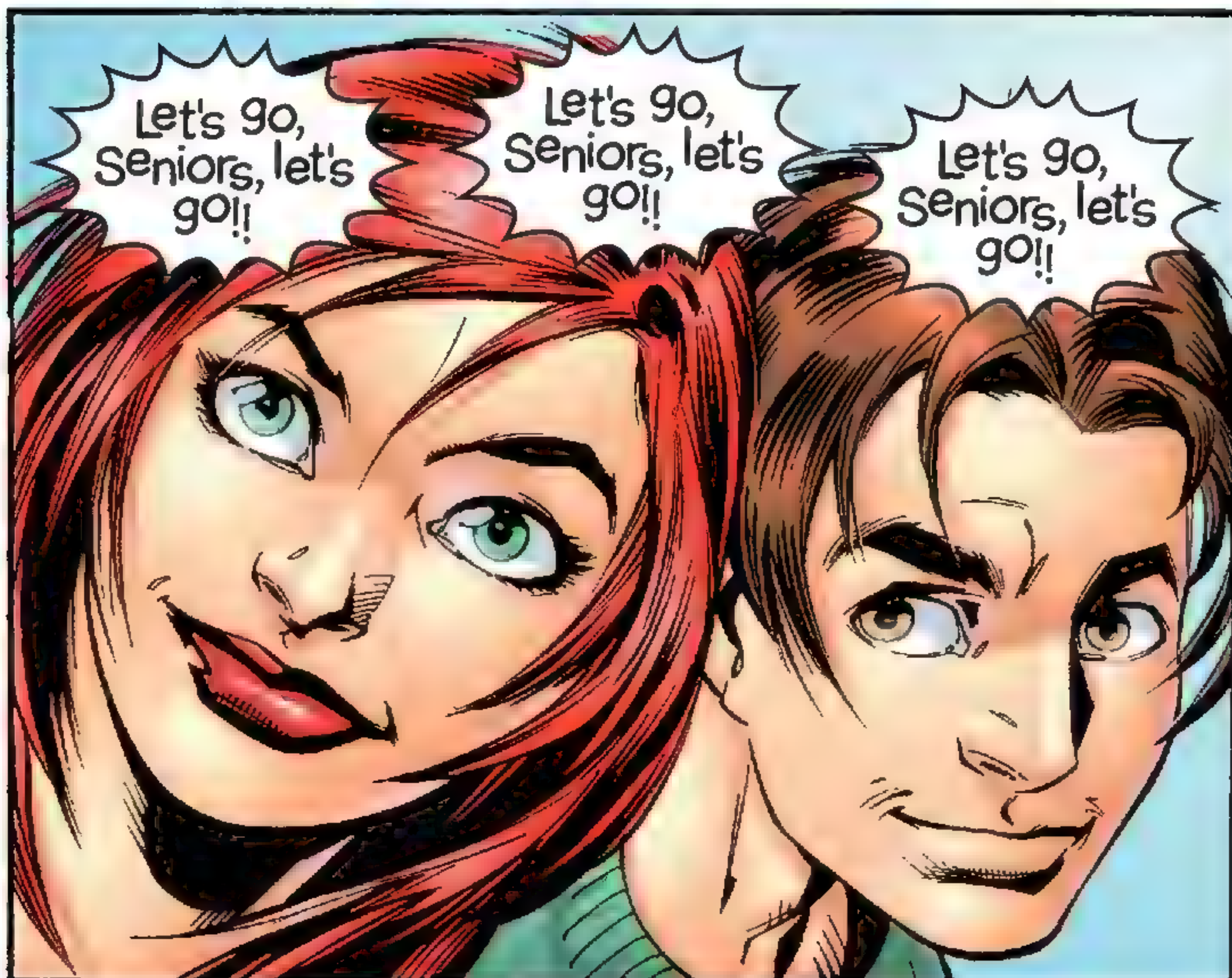
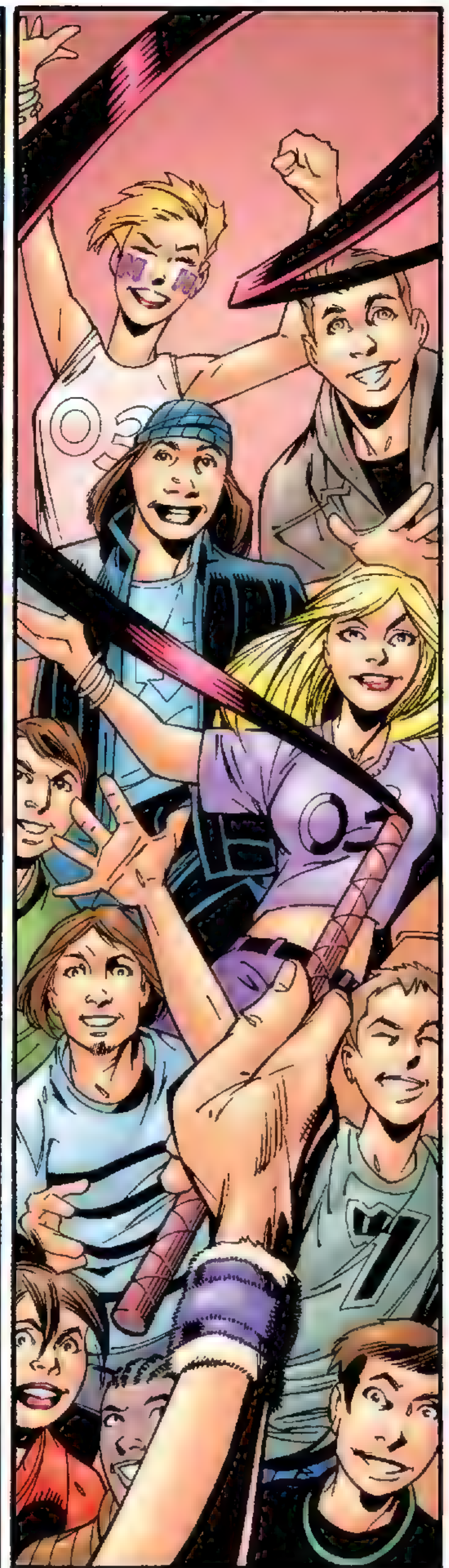
What is this??!!



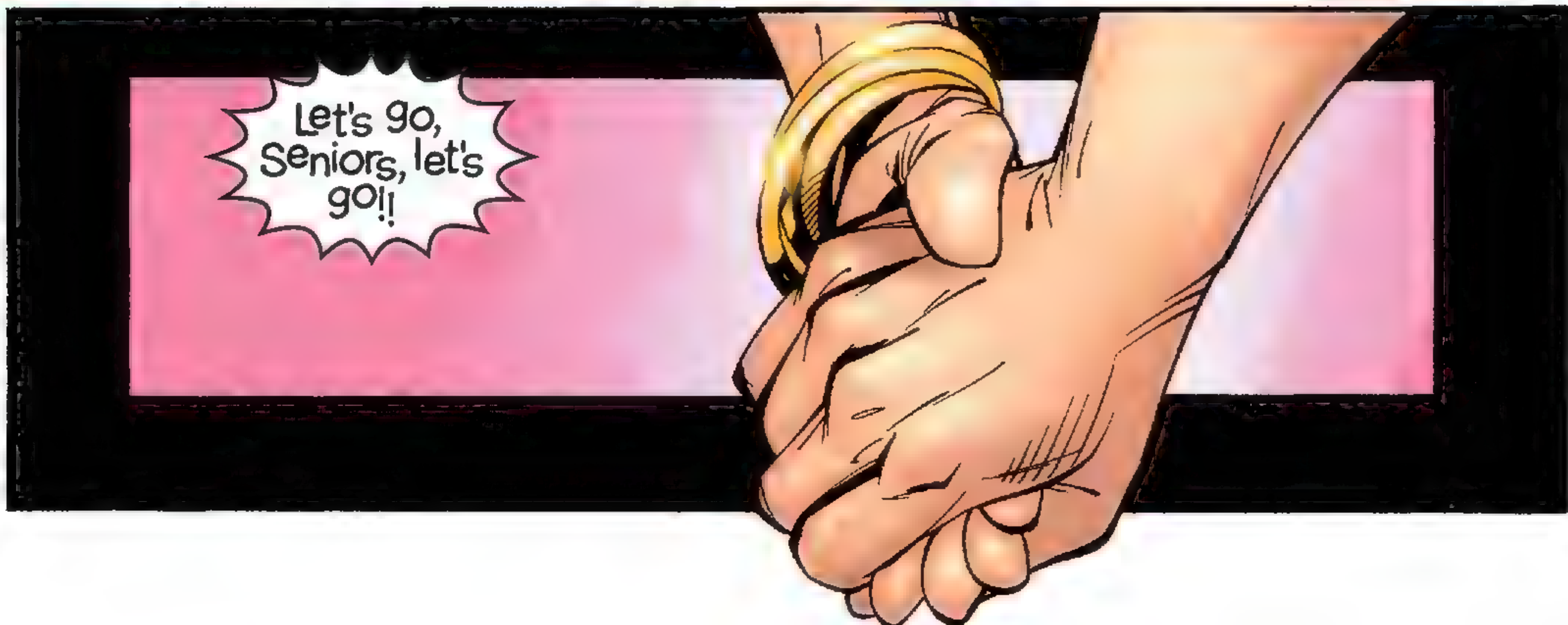
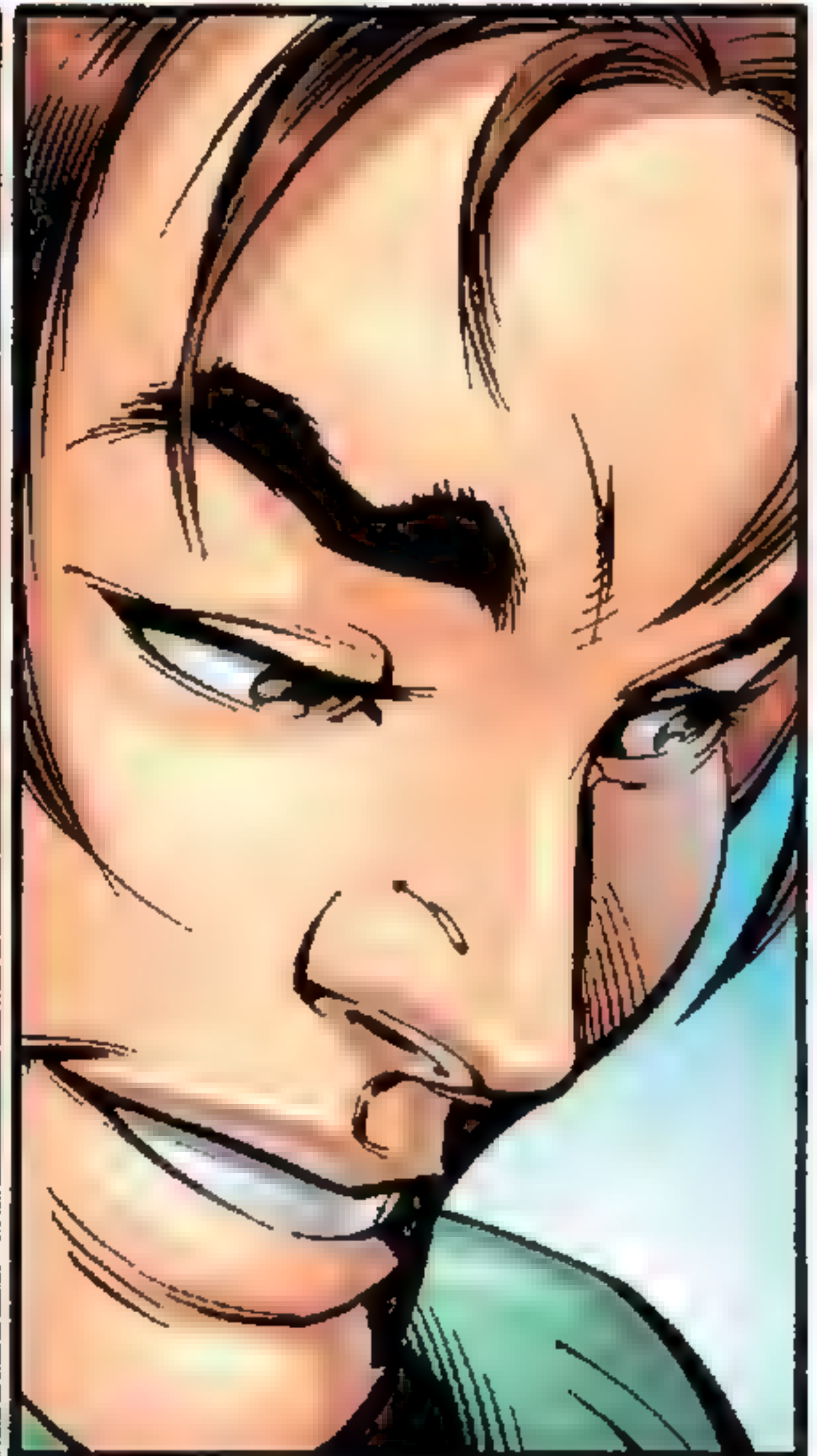
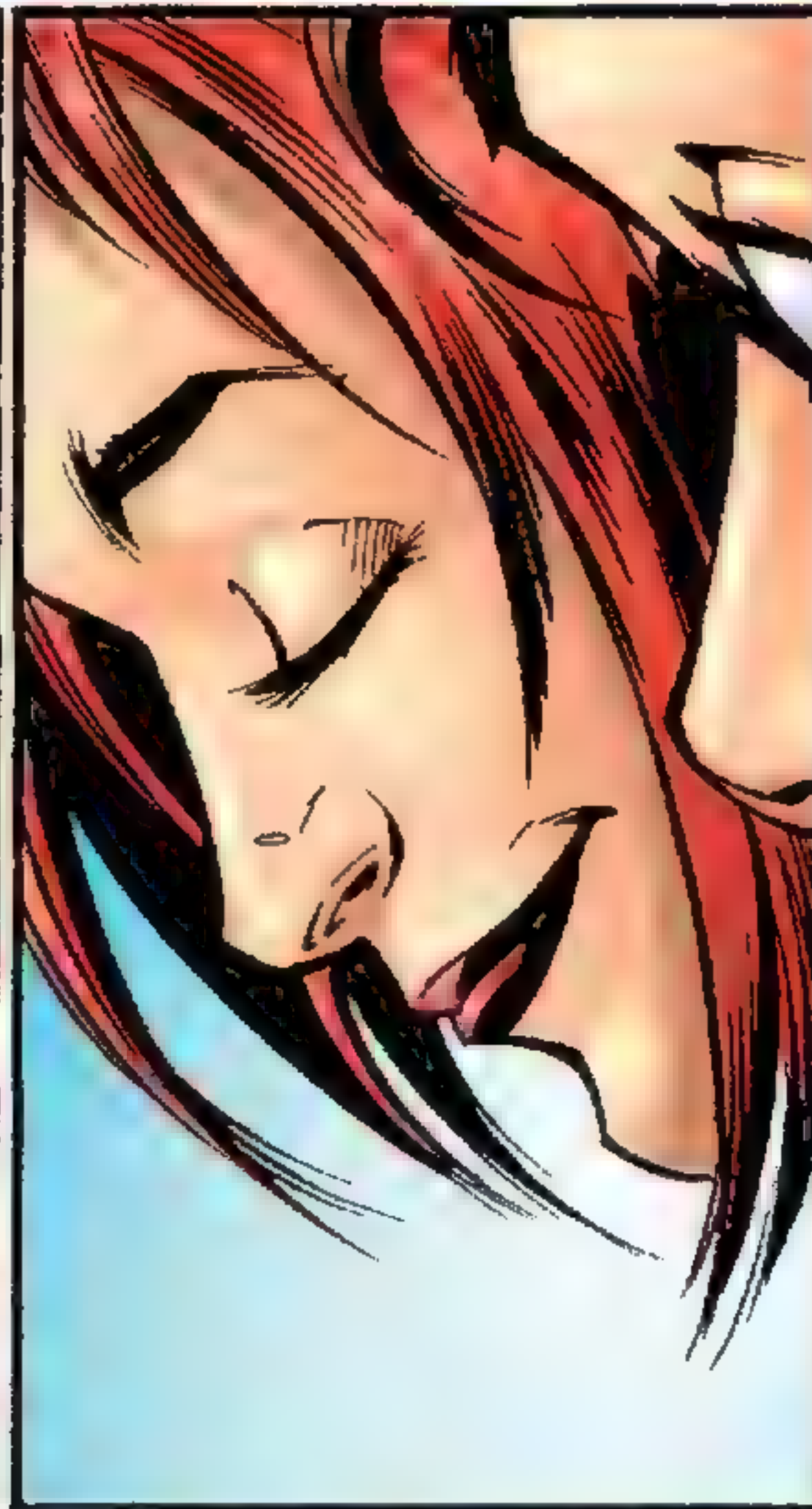
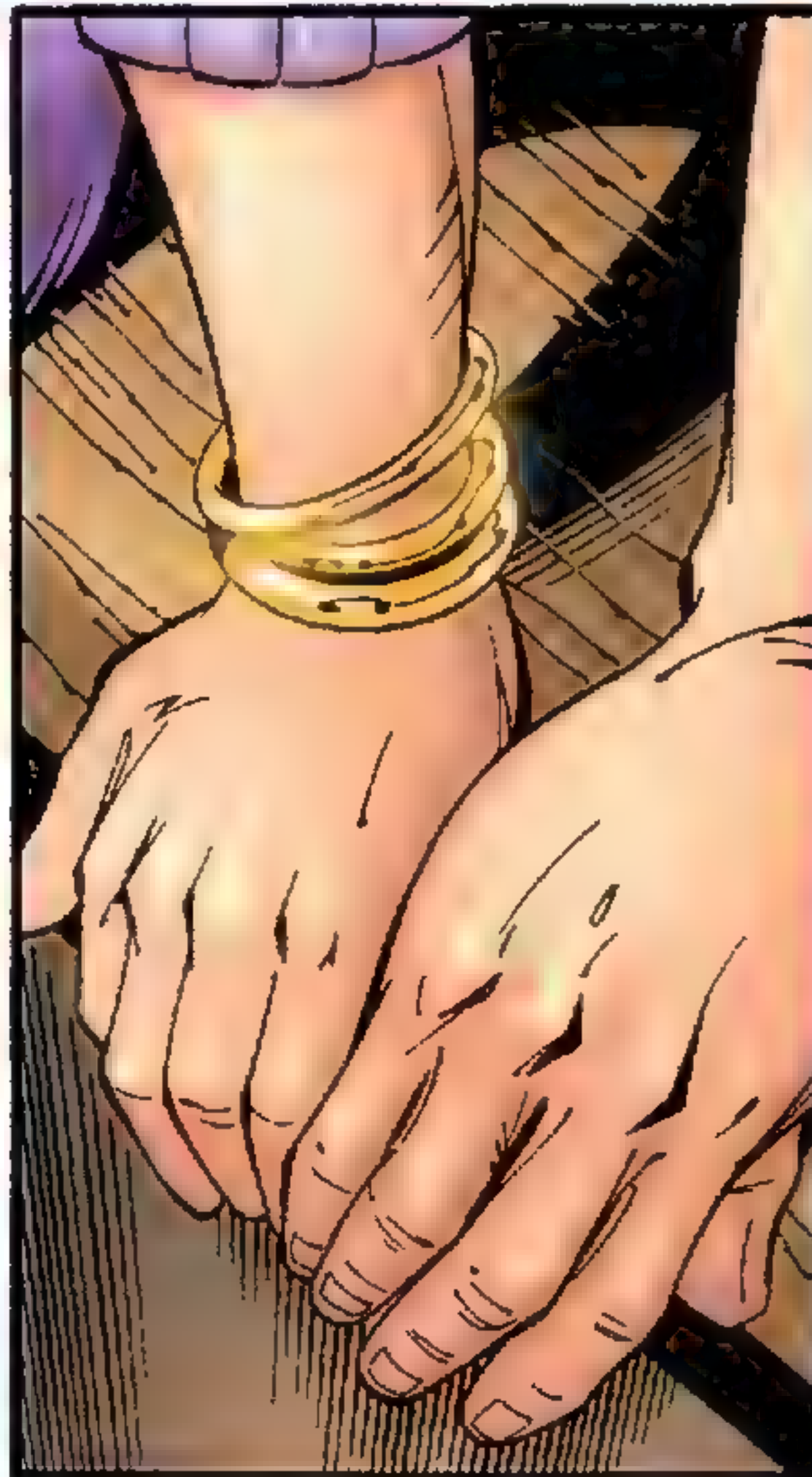
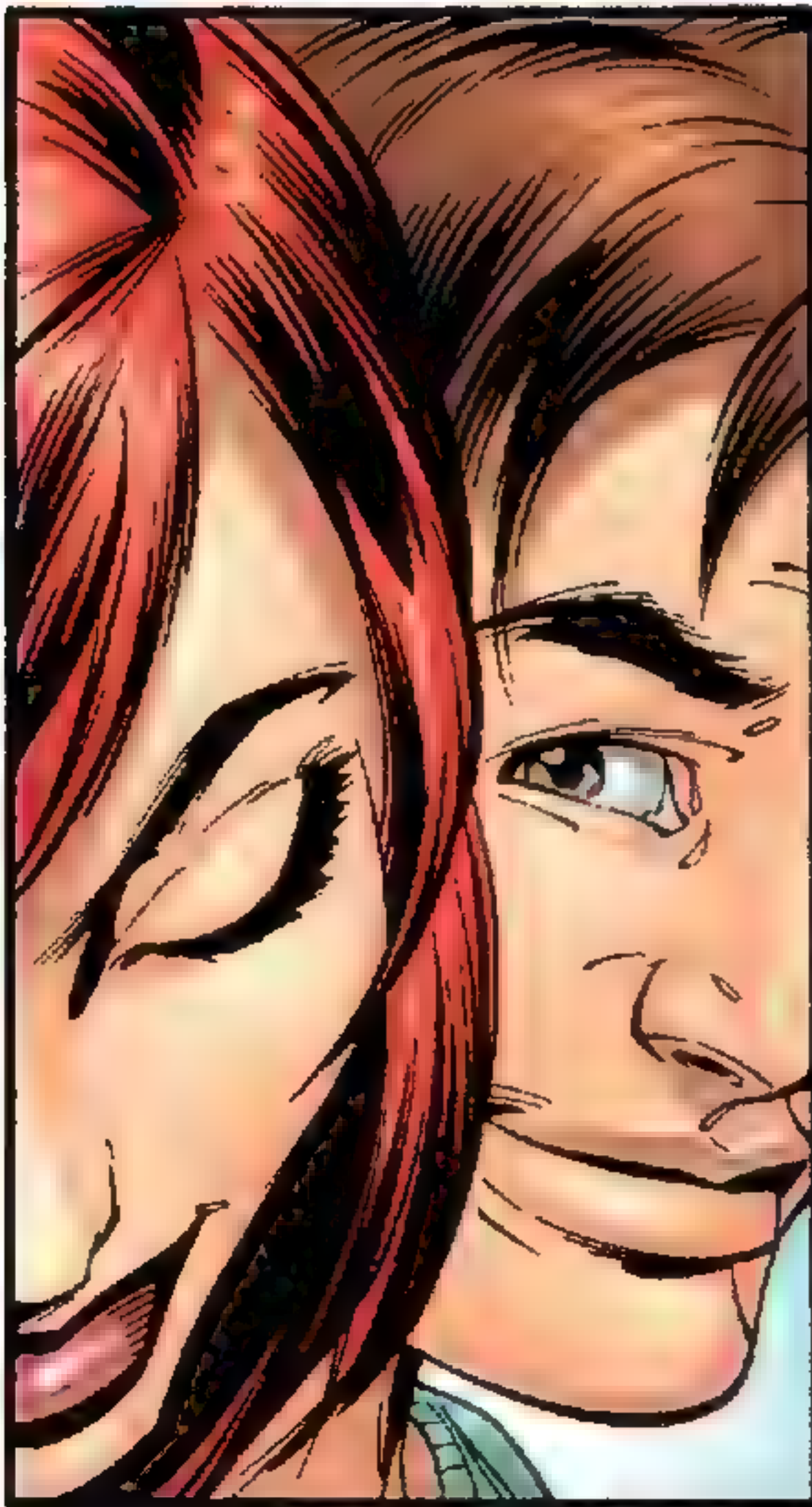
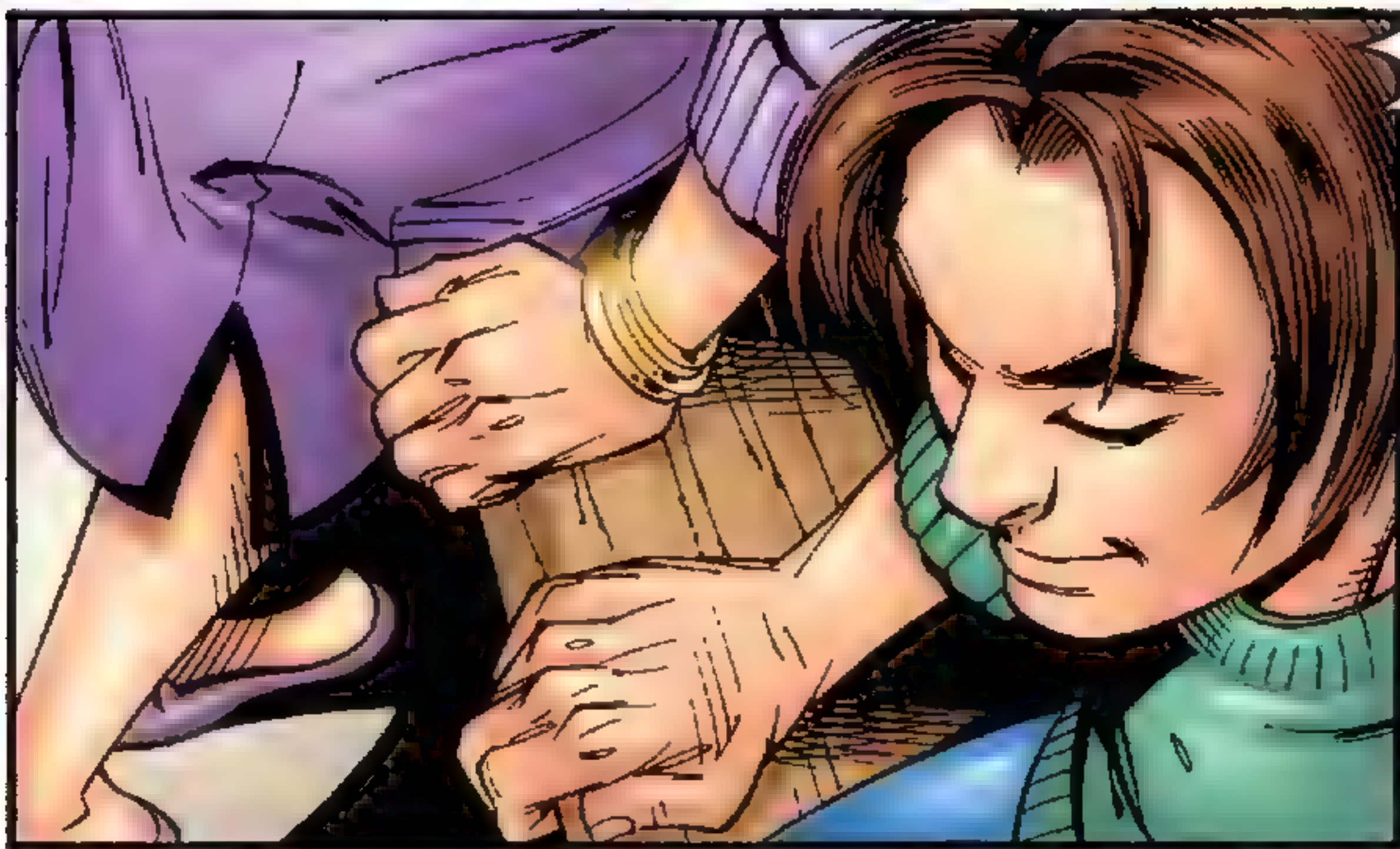
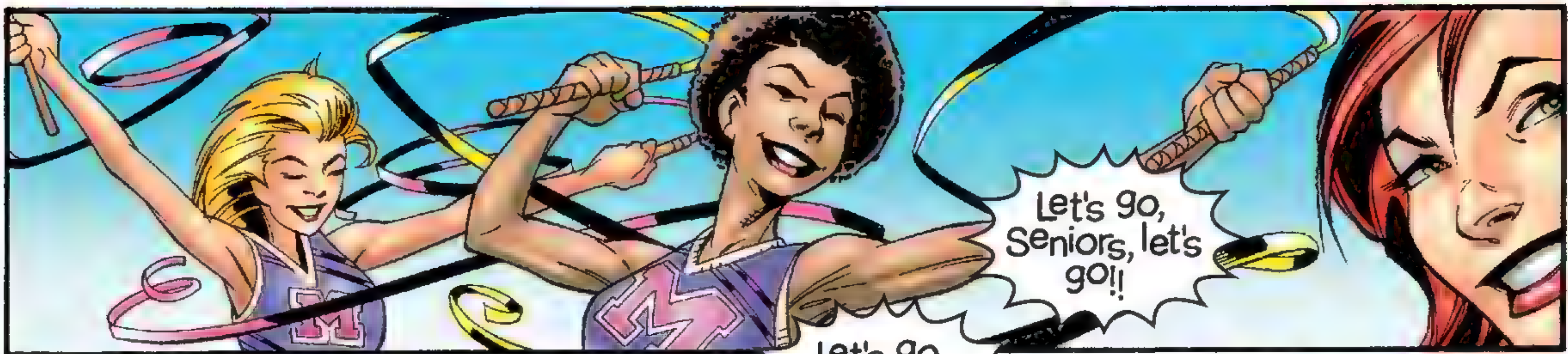
What is this!???

**WHAT HAVE YOU DONE TO ME?!!!**

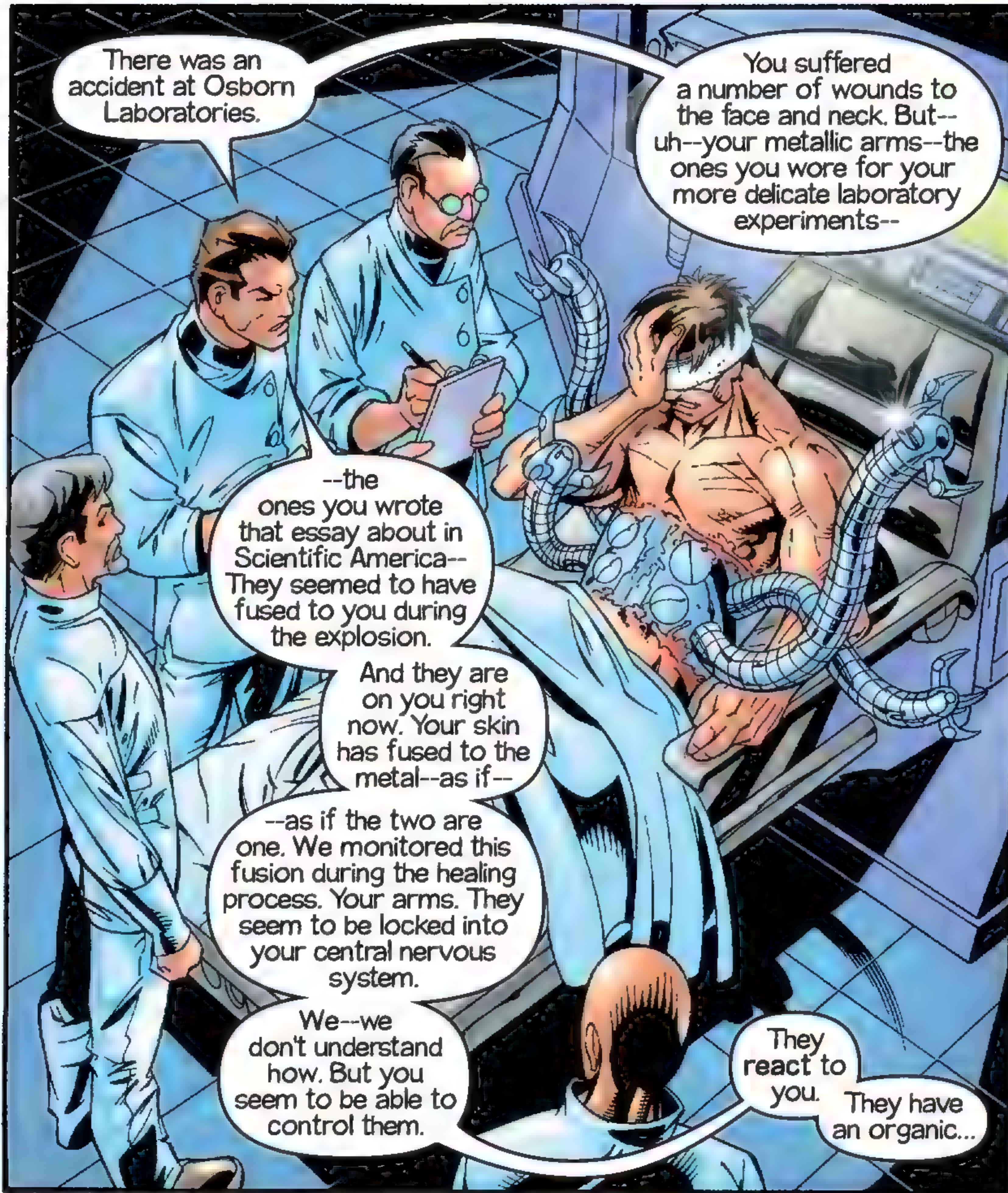












There was an accident at Osborn Laboratories.

You suffered a number of wounds to the face and neck. But--uh--your metallic arms--the ones you wore for your more delicate laboratory experiments--

--the ones you wrote that essay about in Scientific America--They seemed to have fused to you during the explosion.

And they are on you right now. Your skin has fused to the metal--as if--

--as if the two are one. We monitored this fusion during the healing process. Your arms. They seem to be locked into your central nervous system.

We--we don't understand how. But you seem to be able to control them.

They react to you. They have an organic...



Where am I?

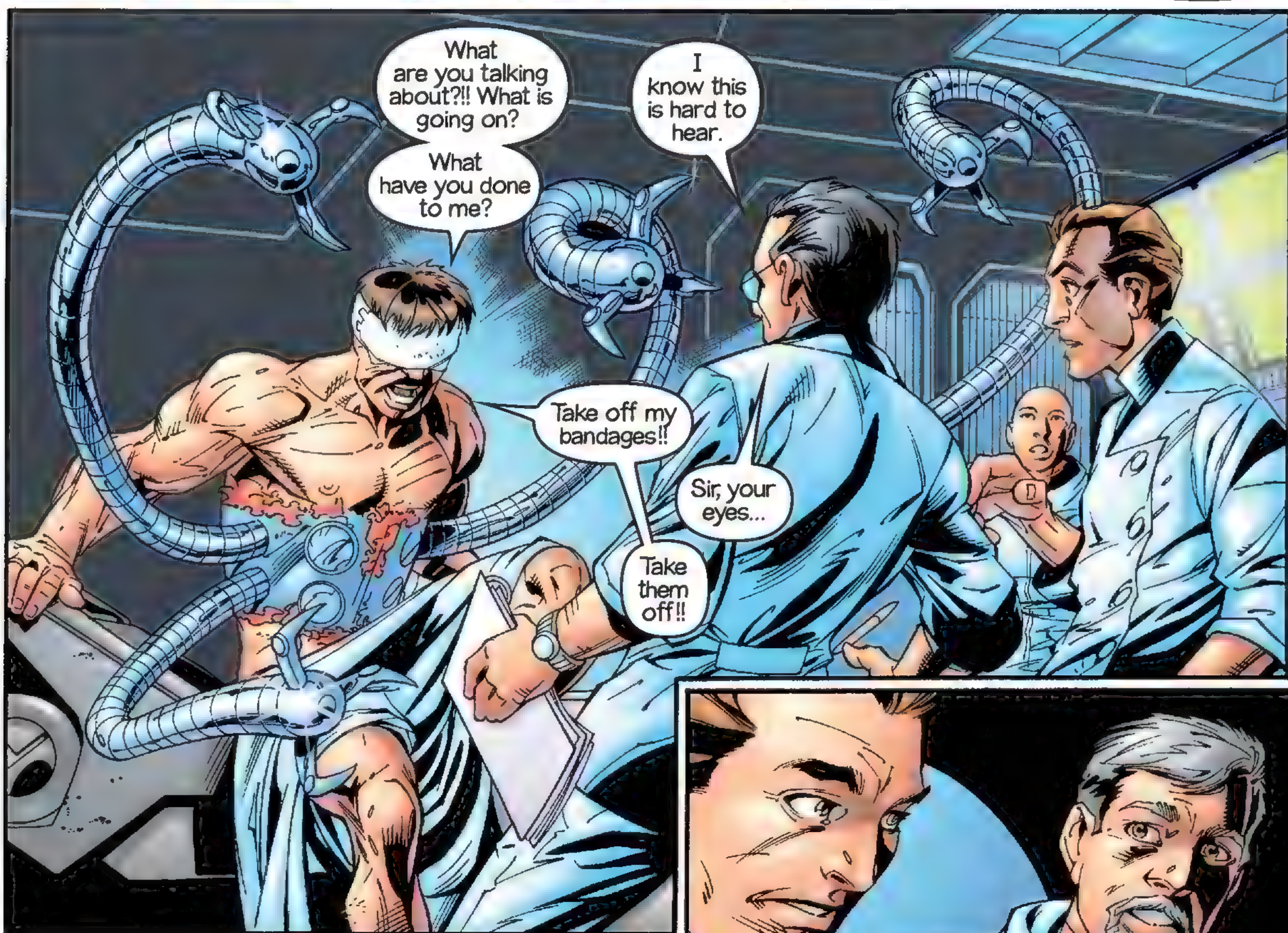
That's classified information right now.



What?

I'm sorry, I'm not authorized to give you that information.

We're waiting for...



What are you talking about?! What is going on?

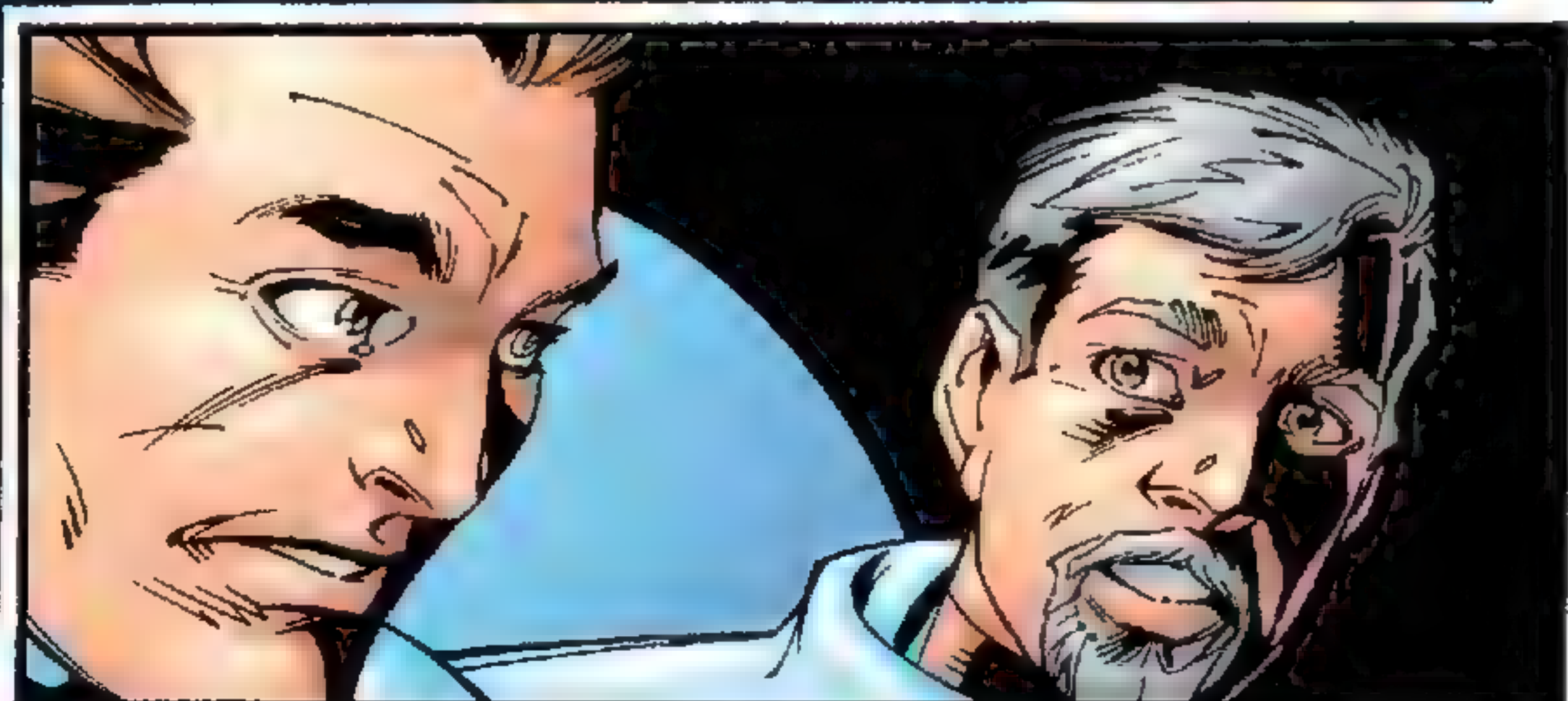
What have you done to me?

I know this is hard to hear.

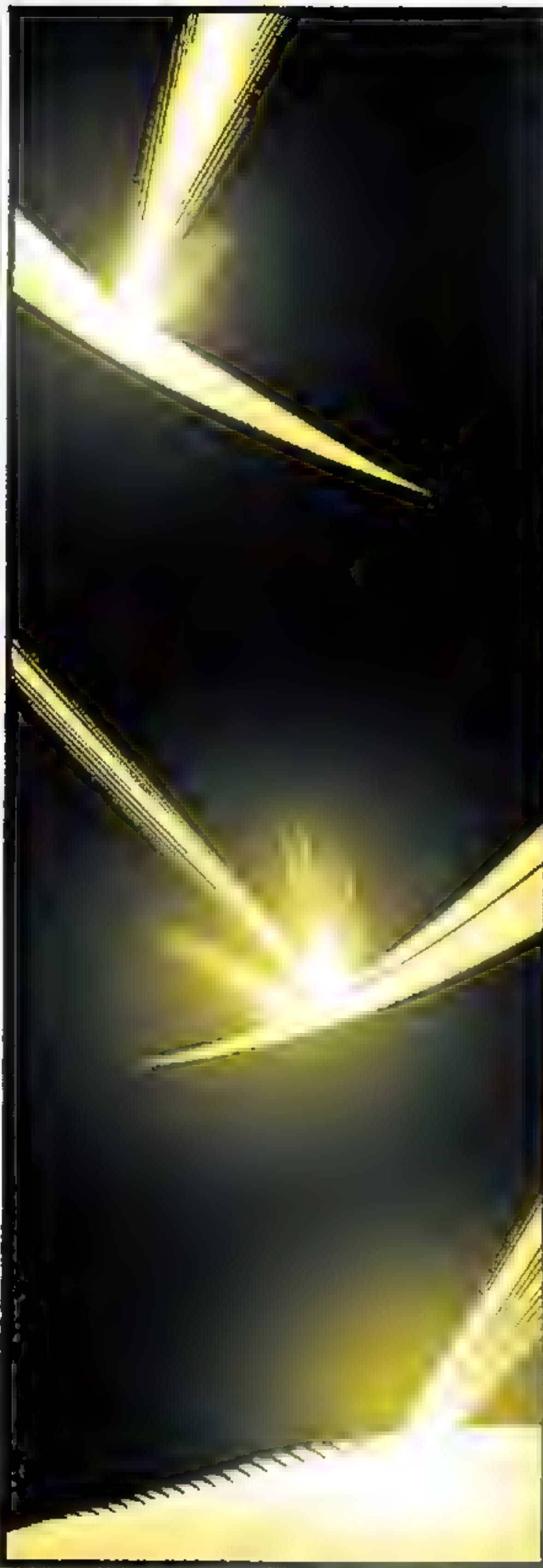
Take off my bandages!!

Sir, your eyes...

Take them off!!



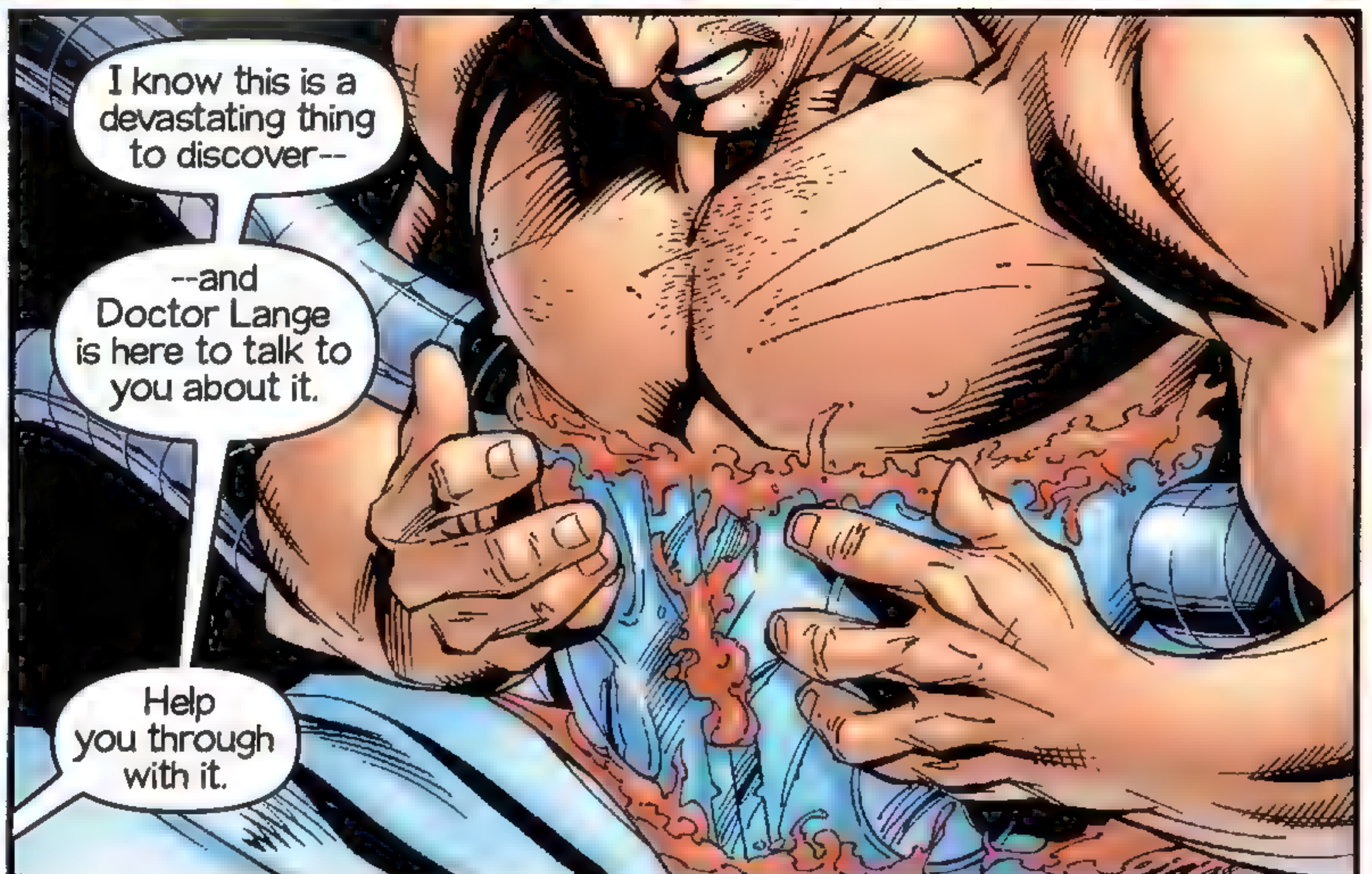




Oh my God...

We are just now beginning to understand the genetics of what has happened. There's a paper by Dr. Reed--

OH MY GOD!!!



I know this is a devastating thing to discover--

--and Doctor Lange is here to talk to you about it.

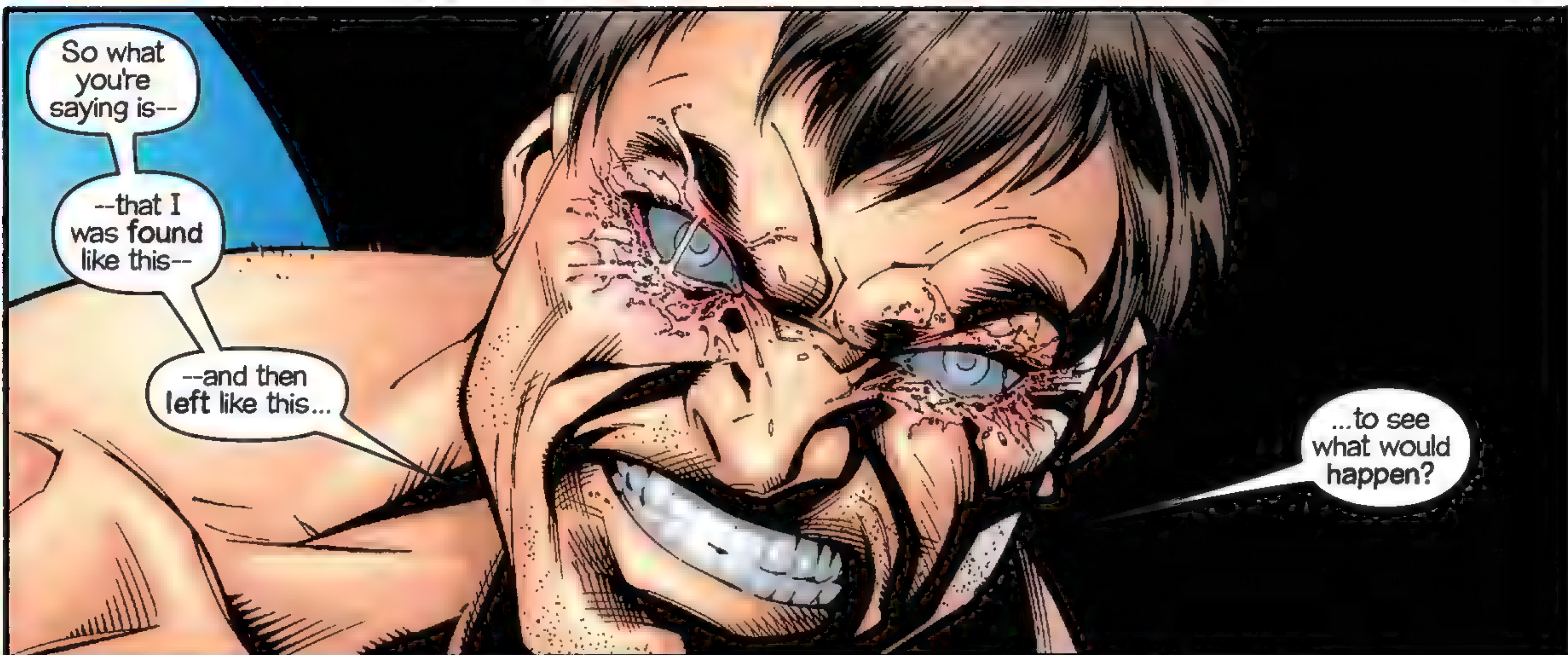
Help you through with it.



We hope the scientist in you will be able to find the exciting possibilities that this accident has brought into our lives.

We can all work together to find out what this discovery means and what maybe it holds for the future of--of--of the future.



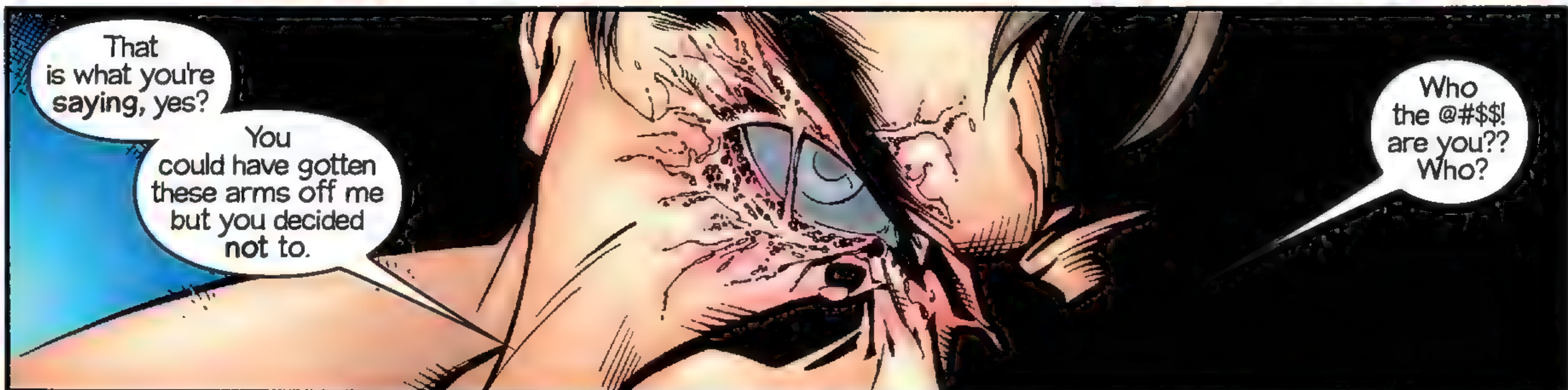
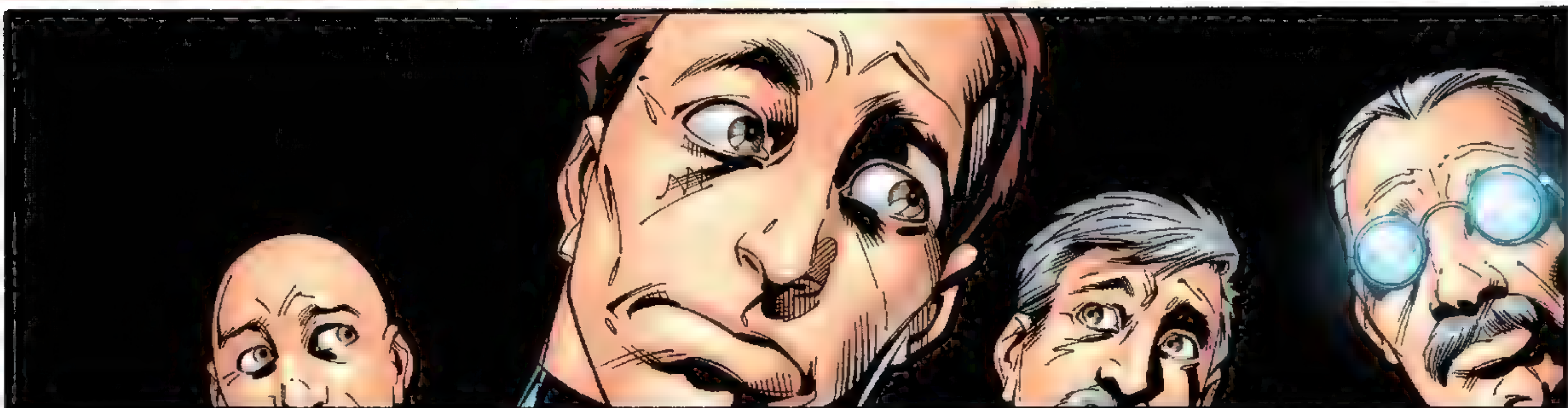


So what  
you're  
saying is--

--that I  
was found  
like this--

--and then  
left like this...

...to see  
what would  
happen?



That  
is what you're  
saying, yes?

You  
could have gotten  
these arms off me  
but you decided  
not to.

Who  
the @#\$\$!  
are you??  
Who?

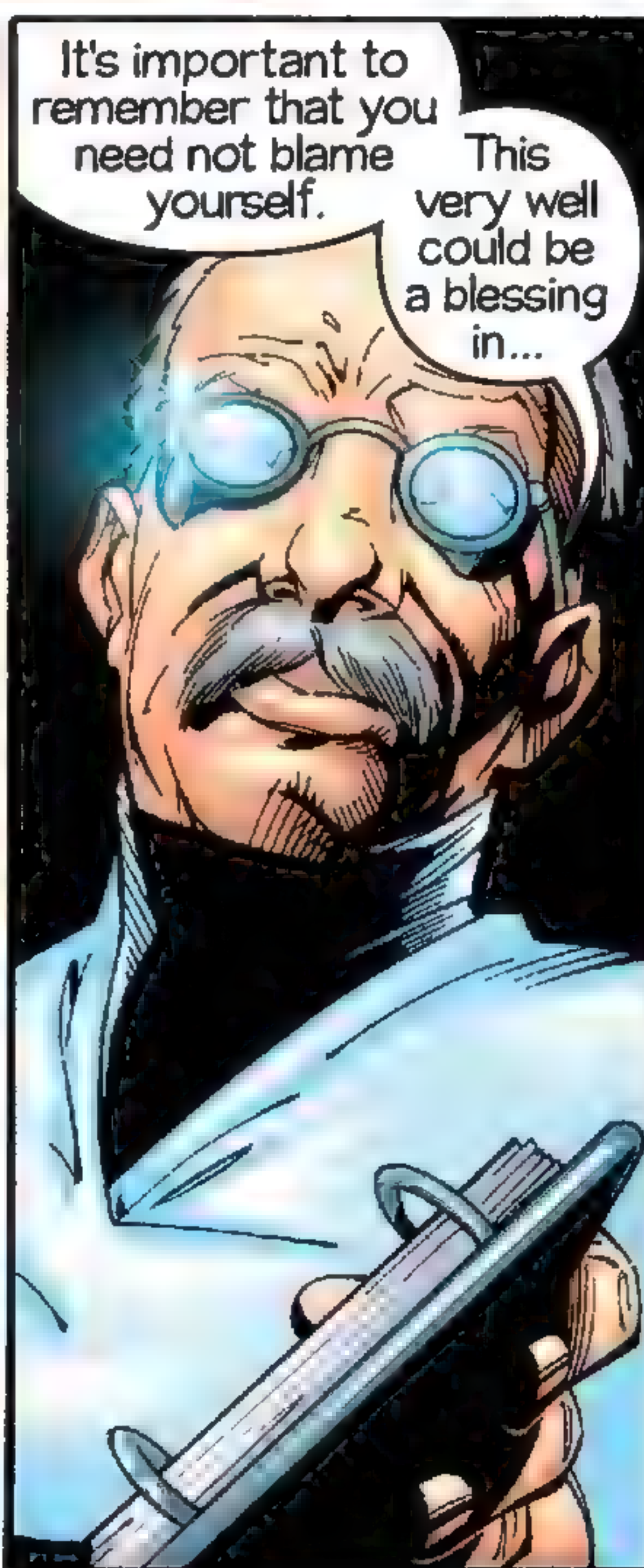


We're not allowed to say--  
but this is a government  
agency. You're in the hands  
of the United States  
Government.

Anger is a normal  
reaction, Otto. You  
shouldn't feel ashamed  
of that emotion.

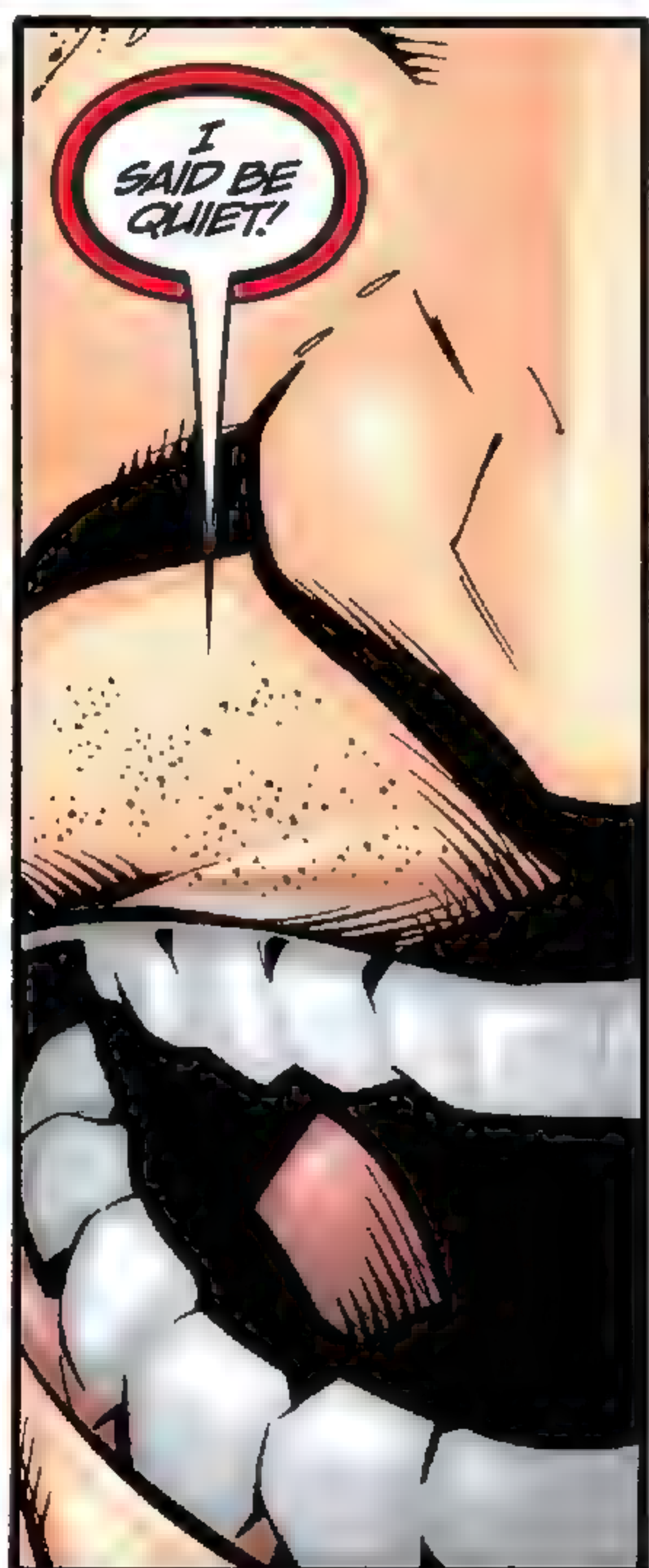


Be  
quiet!



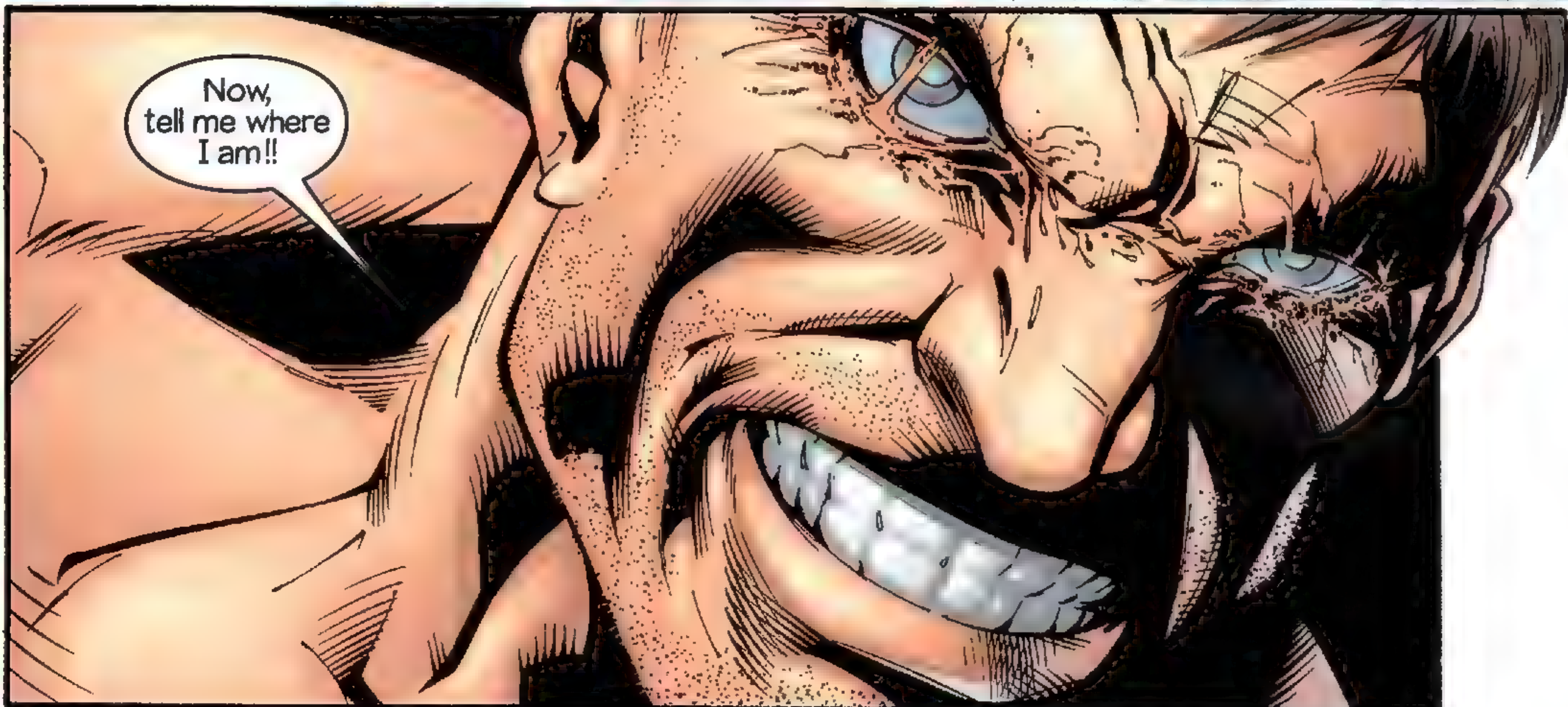
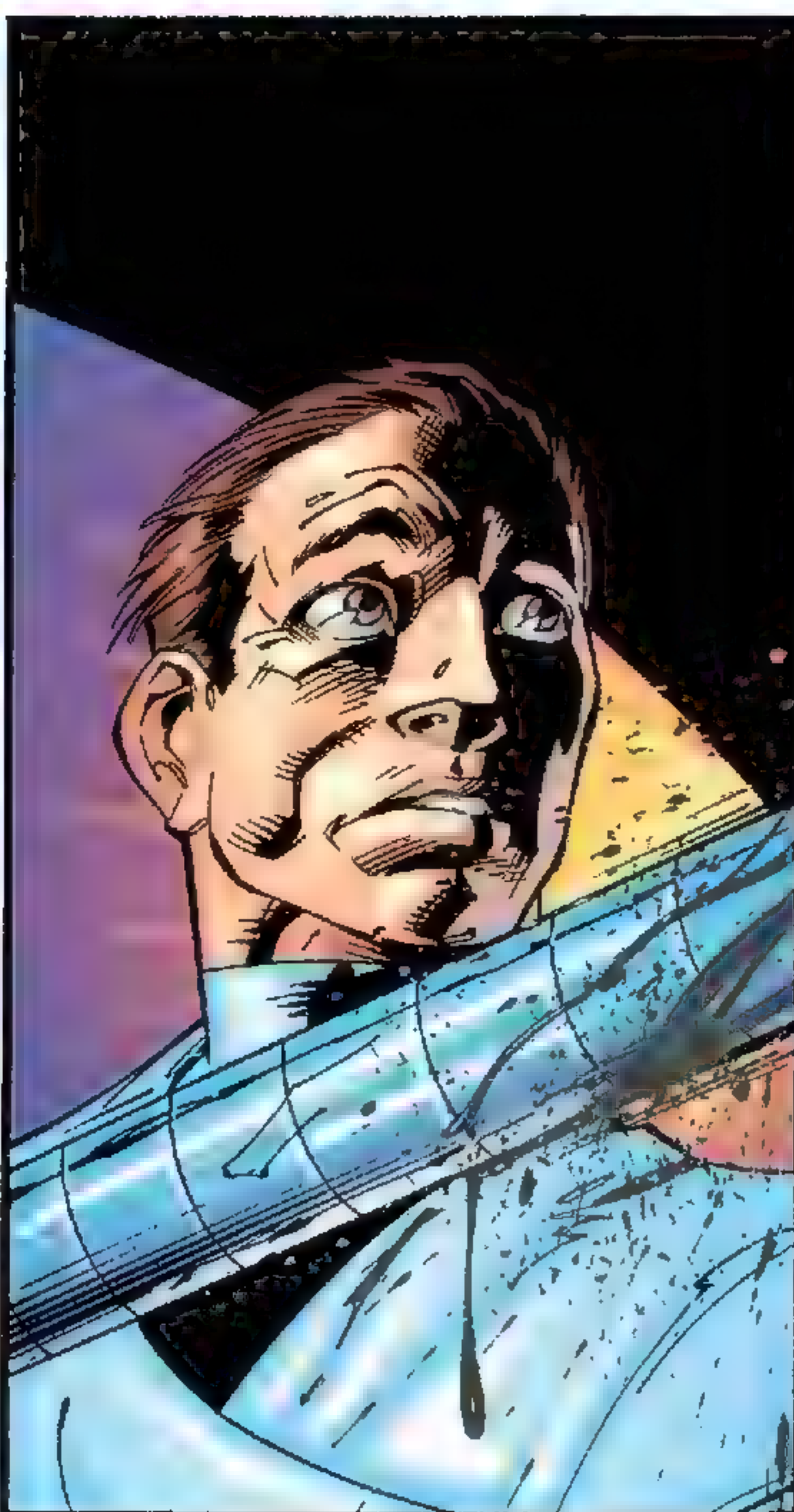
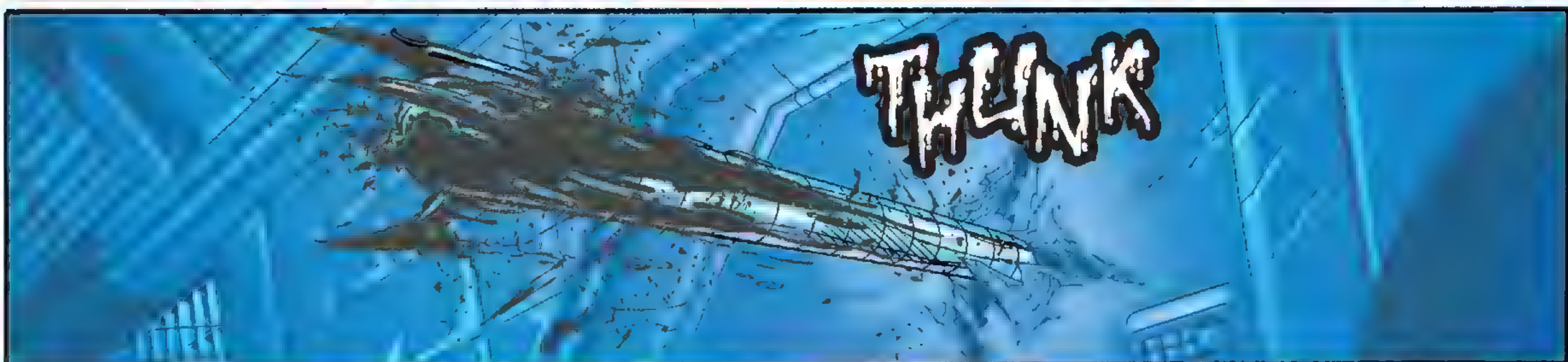
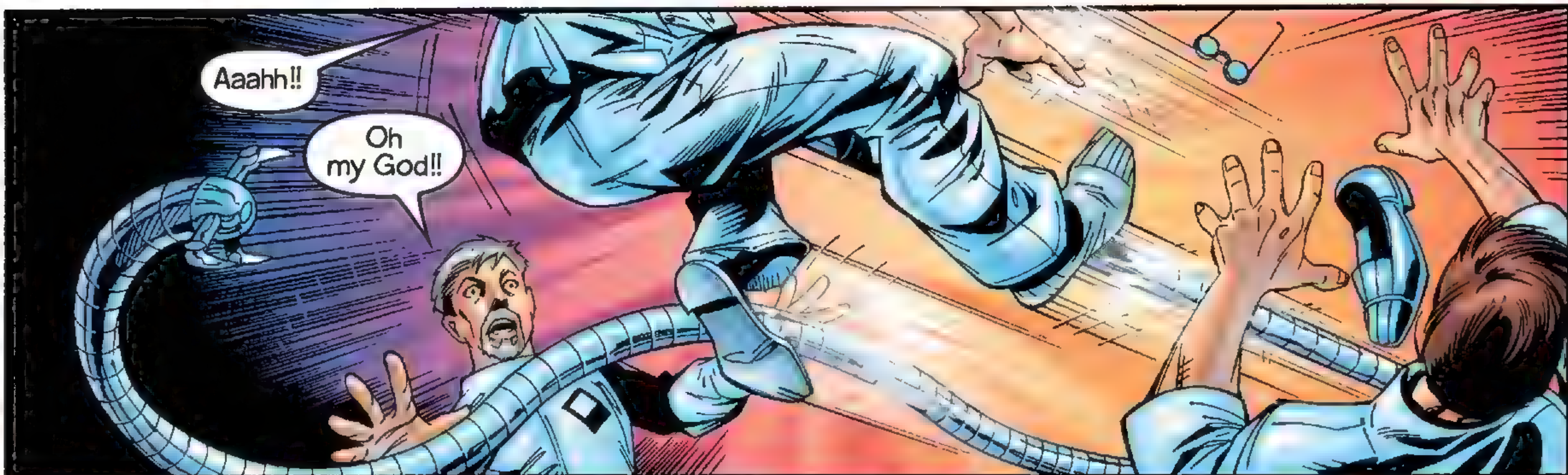
It's important to  
remember that you  
need not blame  
yourself.

This  
very well  
could be  
a blessing  
in...



**I  
SAID BE  
QUIET!**

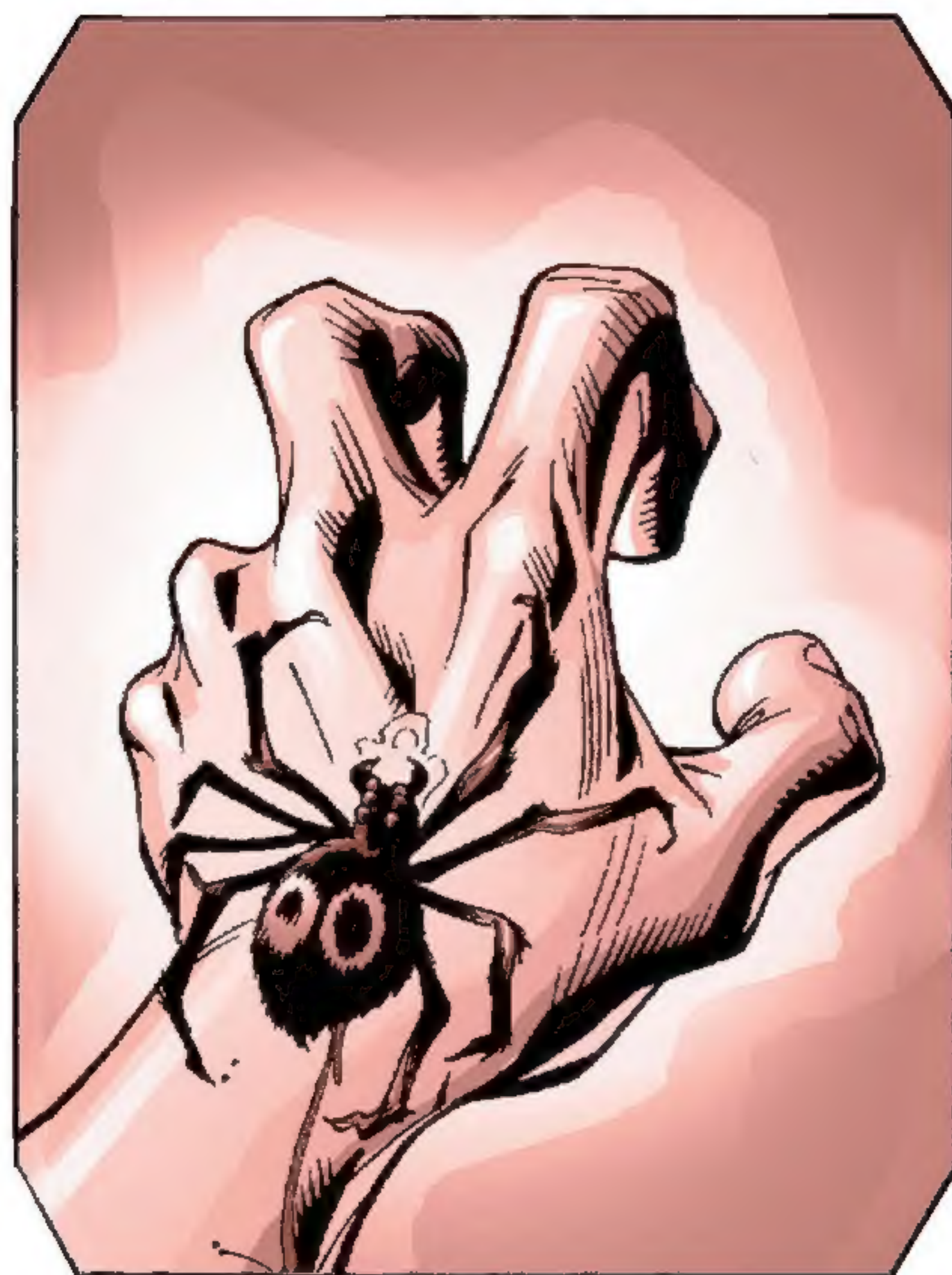
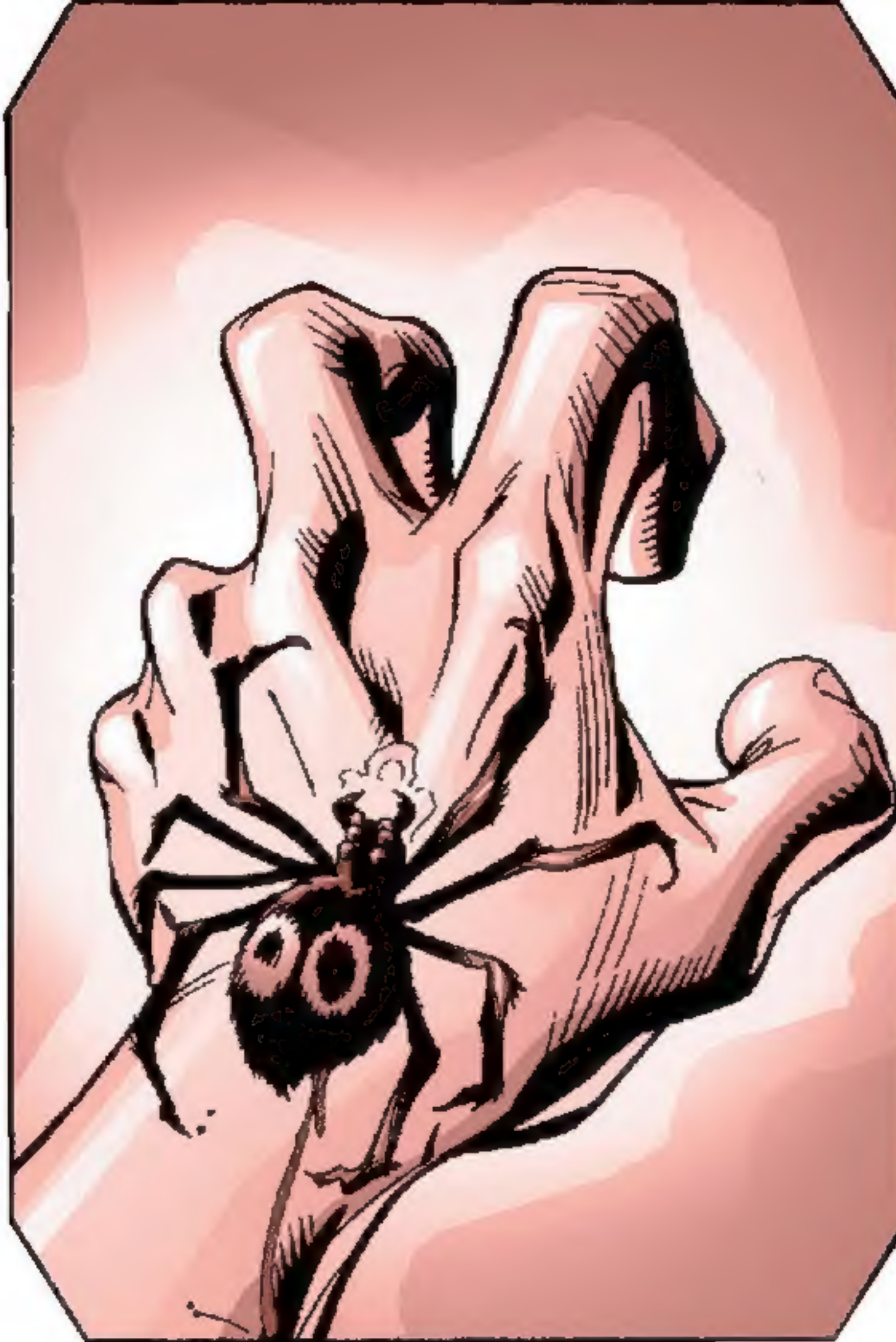














Whoa...







**SON OF**

**ULTRAMAN**